

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

In re:

RMS TITANIC, INC., *et al.*,¹

Case No. 3:16-bk-02230-PMG
Chapter 11 (Jointly Administered)

Debtors.

**FIFTH INTERIM APPLICATION FOR ALLOWANCE AND PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF LANDAU
GOTTFRIED & BERGER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF
EQUITY SECURITY HOLDERS OF RMS TITANIC, INC. FOR SERVICES
RENDERED FROM JANUARY 1, 2018 THROUGH OCTOBER 31, 2018**

**NOTICE OF OPPORTUNITY TO
OBJECT AND REQUEST FOR HEARING**

Pursuant to Local Rule 2002-4, the Court will consider the relief requested in this paper without further notice or hearing unless a party in interest files a response within twenty-one (21) days from the date set forth on the attached proof of service, plus an additional three days for service if any party was served by U.S. Mail.

If you object to the relief requested in this paper, you must file a response with the Clerk of the Court at 300 North Hogan Street, Suite 3-150, Jacksonville, Florida 32202 and serve a copy on the movant's attorney, Peter J. Gurfein, Esq., Landau Gottfried & Berger LLP, 1801 Century Park East, Suite 700, Los Angeles, CA 90067, and any other appropriate persons within the time allowed. If you file and serve a response within the time permitted, the Court will either schedule and notify you of a hearing, or consider the response and grant or deny the relief requested without a hearing.

If you do not file a response within the time permitted, the Court will consider that you do not oppose the relief requested in the paper, will proceed to consider the paper without further notice or hearing, and may grant the relief requested.

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867), and Dinosaurs Unearthed Corp. (7309). The Debtors' service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

Name of Applicant: Landau Gottfried & Berger LLP

Services Provided to: Official Committee of Equity Security Holders of Premier Exhibitions, Inc.

Date of Retention: August 31, 2016

Period for this Application: January 1, 2018 to October 31, 2018

Amount of Compensation Sought: \$547,492.10

Amount of Expense Reimbursement: \$16,615.92

Amount of Original Retainer: \$0 Current Balance: N/A

Blended Hourly Rate this Application: \$543.79 Cumulative: \$534.03

This is a(n): X interim final application.

Disclose the following for each prior application:

Filed	Period	Requested				Approved		Paid		Holdback
		Fees	Hrs.	Rate	Exps.	Fees	Exps.	Fees	Exps.	
12/16/16 Doc. 383	8/31/16- 11/30/16	\$189,901.00	376.00	\$531.78	\$4,302.37	\$189,901.00	\$4,302.37	\$180,286.00	\$5,269.44	\$36,057.20
6/02/17 Doc. 610	12/1/16- 4/30/17	\$334,802.00	661.40	\$508.76	\$12,652.33	\$334,802.00	\$12,652.33	\$266,536.00	\$12,652.33	\$66,634.00
9/26/17 Doc. 760	05/01/17- 08/31/17	\$205,259.00	372.10	\$551.60	\$6,507.89	\$205,259.00	\$6,507.89	\$164,207.20	\$6,507.89	\$41,051.80
2/16/18 Doc. 949	09/01/17- 12/31/17	\$177,616.00	326.00	\$534.24	\$5,933.52	\$0	\$0	\$142,092.80	\$5,933.52	\$35,523.20
Total		\$907,578.00	1,735.50	\$531.60	\$29,396.11	\$729,962.00	\$23,462.59	\$753,122.00	\$30,363.18	\$179,266.20

**Fifth Interim Fee Application of Landau Gottfried & Berger LLP
as Counsel to the Official Committee of Equity Security Holders of Premier Exhibitions,
Inc.
(January 1, 2018 to October 31, 2018)**

Name	Position; Experience; Concentration	Hourly Rate	Total Hours	Total Compensation
Peter J. Gurfein	Partner; admitted in 1976; Bankruptcy, Restructuring and Litigation	\$565.00	831.80	469,967.00
Jon L.R. Dalberg	Partner; admitted in 1987; Bankruptcy and Committees	\$510.00	141.50	72,165.10
Erik Meza	Legal Assistant	\$160.00	33.50	5,360.00
TOTAL		² 543.79	1,006.80	547,492.10

² The blended rate excluding paraprofessionals is \$557.00.

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In re:

RMS TITANIC, INC., *et al.*,³

Case No. 3:16-bk-02230-PMG
Chapter 11 (Jointly Administered)

Debtors.

**FIFTH INTERIM APPLICATION FOR ALLOWANCE AND PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF LANDAU
GOTTFRIED & BERGER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF
EQUITY SECURITY HOLDERS OF RMS TITANIC, INC. FOR SERVICES
RENDERED FROM JANUARY 1, 2018 THROUGH OCTOBER 31, 2018**

Landau Gottfried & Berger LLP (the “Applicant”), as counsel to the Official Committee of Equity Security Holders (the “Equity Committee”) of Premier Exhibitions, Inc., pursuant to Section 330 of Title 11 of the United States Code, 11 U.S.C. § 101, *et seq.* (the “Bankruptcy Code”) and Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), hereby files its *Fifth Interim Application for Allowance and Payment of Compensation and Reimbursement of Expenses of Landau Gottfried & Berger LLP as Counsel to the Official Committee of Equity Security Holders of RMS Titanic, Inc. For Services Rendered From January 1, 2018 through October 31, 2018* (the “Fifth Interim Compensation Period”). In support thereof, the Applicant states:

I. INTRODUCTION

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(A). Venue is proper before

³ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867), and Dinosaurs Unearthed Corp. (7309). The Debtors’ service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

this Court pursuant to 28 U.S.C. § 1408. The statutory predicates for the relief requested herein are sections 328, 330, 331 and 503(b) of the Bankruptcy Code.

2. On June 14, 2016 (the “Petition Date”), the Debtors each filed a voluntary petition in this Court for relief under chapter 11 of the Bankruptcy Code, commencing the above-captioned case (the “Bankruptcy Case”).

3. On August 24, 2016, the Acting United States Trustee, Guy G. Gebhardt, appointed the members of the Equity Committee.

4. On August 31, 2016, the Equity Committee selected Applicant as its general bankruptcy counsel.

5. On October 14, 2016, the Court entered an order authorizing the Equity Committee’s employment of Applicant as the Equity Committee’s general bankruptcy counsel *nunc pro tunc* to August 31, 2016. [Docket No. 277]

6. This Application is Applicant’s fifth interim application for approval and allowance of compensation and reimbursement of expenses. Applicant makes this interim application pursuant to Sections 330 and 331 of the Bankruptcy Code. No prior application has been made to this or any other court for the relief requested herein.

7. On or about July 15, 2016, the Debtors filed their *Motion to Establish Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals* [Docket No. 89] which was approved by the Court’s Order entered on August 17, 2016 [Docket No. 141] (the “Compensation Order”). Under the Compensation Order, professionals retained with authority of the Court may request monthly compensation of 80% of their fees and 100% of their expenses. As of the date of this Application, Applicant has submitted twenty-six fee statements and four interim fee requests.

8. The First Interim Application for Compensation (the "First Fee App") sought compensation for services in the amount of \$189,901.00 and reimbursement of expenses in the amount of \$4,302.37 for a total award of \$194,203.37. The Second Interim Application for Compensation (the "Second Fee App") sought compensation for services in the amount of \$334,802.00 and reimbursement of expenses in the amount of \$12,652.33 for a total award of \$347,454.33. The Third Interim Application for Compensation (the "Third Fee App") sought compensation for services in the amount of \$205,259.00 and reimbursement of expenses in the amount of \$6,507.89 for a total award of \$211,766.89. The Fourth Interim Application for Compensation (the "Fourth Fee App") sought compensation for services in the amount of \$177,616.00 and reimbursement of expenses in the amount of \$5,933.52 for a total award of \$183,549.52. Fee statements one through twenty-six have sought a total amount of \$1,443,823.10 for compensation of services and a total amount of \$46,979.10 for reimbursement of expenses, for a combined total of \$1,490,802.20. To date, the Debtors have made payments totaling \$1,009,451.28. There remains a balance of \$481,350.92, comprised of \$470,079.10 in unpaid fees and \$11,271.82 in unpaid costs.

II. CASE STATUS

9. On December 14, 2017, the Debtors filed the Joint Plan Under Chapter 11 of the Bankruptcy Code (the "Plan") (Doc. 859). Pursuant to the Plan, the Debtors anticipate liquidating all of their assets. The Debtors did not file a disclosure statement with the Plan. On January 25, 2018, the Court entered its Order Granting Debtors' Motion to Extend the Time For Filing Disclosure Statement to Accompany Debtors' Joint Plan (the "Extension Order") (Doc. 939). Under the Extension Order, the Debtors have until February 14, 2018, to file a disclosure statement to accompany their Joint Plan or the Joint Plan shall be withdrawn prior to that date.

10. On February 13, 2018, the Debtors filed a Notice of Withdrawal of Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code (Doc. 944).

11. On June 1, 2018, the Equity Committee filed a Disclosure Statement (Doc. 1044) (the "Equity Committee's Disclosure Statement") and Chapter 11 Plan of Reorganization (Doc. 1045).

12. On June 15, 2018, the Debtors filed a Debtors' Motion for an Order (A) Approving Asset Purchase Agreement; (B) Authorizing Sale of the Transferred Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Leases in Connection Therewith; (D) Approving Settlement with The PacBridge Parties; and (E) Granting Related Relief (Doc. 1055) (the "Sale Motion").

13. On June 29, 2018, the Official Committee of Unsecured Creditors (the "Creditors' Committee") filed a Disclosure Statement (Doc. 1084) and Joint Chapter 11 Plan of Reorganization (Doc. 1085).

14. On July 11, 2018, Euclid Investments LP / Euclid Claims Recovery LLC filed an Objection (Doc. 1109) to the Sale Motion.

15. On July 18, 2018, the Debtors filed an Objection (Doc. 1119) and the U.S. Department of Commerce filed an Objection (Doc. 1120) to the Equity Committee's Disclosure Statement.

16. On July 18, 2018, the Debtors filed an Objection (Doc. 1121) to the Creditors' Committee Disclosure Statement.

17. On July 18, 2018, Lange Feng, PacBridge Capital Partners (HK) Ltd., Jihe Zhang, Haiping Zou, Stockholder High Nature Holdings Limited (collectively, the "Investors") filed a

Joinder (Doc. 1123) to the Debtors' Objection to the Equity Committee's Disclosure Statement and a Joinder (Doc. 1124) to the Debtor's Objection to the Creditors' Committee's Disclosure Statement.

18. On July 18, 2018, the Ad Hoc Equity Group filed a Joinder (Doc. 1126) to the Debtors' Objection to the Creditors' Committee's Disclosure Statement and a Joinder (Doc. 1127) to the Debtors' Objection to the Equity Committee's Disclosure Statement.

19. On August 24, 2018, the Creditors' Committee filed a Limited Objection (Doc. 1168) to the Sale Motion.

20. On August 27, 2018, the Equity Committee filed a Response in Opposition (Doc. 1170) to the Sale Motion.

21. On September 11, 2018, the Court entered the Order on Hearing to Consider Debtor's Sale Motion and Disclosure Statements filed by The Equity Committee and The Unsecured Creditors' Committee (Doc. 1199).

22. On September 13, 2018, the Court entered the Order (a) Approving Competitive Bidding and Sale Procedures; (b) Approving Form and Manner of Notices; (c) Approving Form of Asset Purchase Agreement; (d) Approving Break-Up Fee and Expense Reimbursement; (e) Scheduling Auction and Hearing to Consider Final Approval of Sale, Including Rejection or Assumption and Assignment of Related Executory Contracts and Unexpired Leases and Settlement with the PacBridge Parties; (f) Authorizing Sale of the Transferred Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests; and (g) Granting Related Relief (Doc. 1201).

23. On September 19, 2018, the Debtors filed a Notice of Sale and Auction Hearing (Doc. 1204).

24. On October 3, 2018, the Equity Committee filed a Motion to Establish Document Retention Protocols (Doc. 1221).

25. On October 5, 2018, the Equity Committee filed a Reservation of Rights and Limited Objection to Debtors' Motion for an Order (A) Approving Asset Purchase Agreement; (B) Authorizing Sale of the Transferred Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Leases in Connection Therewith; (D) Approving Settlement with The PacBridge Parties; and (E) Granting Related Relief (Doc. 1225).

26. On October 8, 2018, the Debtors filed a Notice of Cancellation of Auction and Intent to Seek Approval of the Sale of the Transferred Assets to the Stalking Horse Purchaser (Doc. 1226).

27. On October 17, 2018, the Debtors filed an Objection to Motion of the Official Committee of Equity Security Holders to Establish Document Retention Protocols (Doc. 1230).

28. On October 19, 2018, the Court entered the Order (A) Approving Asset Purchase Agreement; (B) Authorizing Sale of the Transferred Assets Free and Clear of all Liens, Claims, Encumbrances and Interests; (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Leases in Connection Therewith; (D) Approving Settlement With the Pacbridge Parties; and (E) Granting Related Relief (Doc. 1232)⁴.

⁴ On or about August 1, 2018, the Debtors filed in the Admiralty Court their *Motion To Approve Asset Purchase Agreement And Authorize The Sale Of 100% Of RMST's Stock To Premier Acquisition Holdings LLCV Or Other Qualified Purchaser As Approved By The Bankruptcy Court* (the "Sale Approval Motion") (Admiralty Court Docket 448). Thereafter, the Admiralty Court held two hearings to consider the Sale Approval Motion. To date, the Admiralty Court has not ruled on the Sale Approval Motion. A continued hearing on that motion is scheduled for December 17, 2018.

29. On October 30, 2018, the Court entered the Agreed Order Granting Motion of the Official Committee of Equity Security Holders to Establish Document Retention Protocols (Doc. 1247).

III. APPLICATION

30. The Applicant submits this Application, pursuant to Sections 328, 330, 331 and 503(b) of the Bankruptcy Code, Bankruptcy Rule 2016 and the Guidelines of the United States Trustee (the “Guidelines”). The Applicant requests an interim award of legal fees incurred by the Applicant for services rendered as counsel to the Equity Committee during the period January 1, 2018 through and including October 31, 2018 (the “Fifth Interim Compensation Period”), in the amount of \$547,492.10⁵ and reimbursement for the actual and necessary expenses incurred by the Applicant during the Fifth Interim Compensation Period in the amount of \$16,615.92.

31. The fees sought by Application reflect an aggregate of 1,006.80 hours of attorney and paraprofessional time spent and recorded in performing services for the Equity Committee during the Fifth Interim Compensation Period, at a blended average hourly rate of \$543.79 for both professionals and paraprofessionals.

32. This request is the Applicant’s Fifth Interim Application to the Court for compensation and reimbursement of expenses for services rendered as counsel to the Equity Committee. No understanding exists between the Applicant and any other person for the sharing of compensation sought by the Applicant, except among the partners and associates of the Applicant.

33. Applicant maintains computerized records of the time expended in the rendering

⁵ This sum is net of approximately \$70,000 in billable time that Applicant has voluntarily written off in the exercise of billing discretion.

of the professional services required by the Equity Committee. These records are maintained in the ordinary course of Applicant's business. For the convenience of the Court and parties in interest, a billing summary for the Fifth Interim Compensation Period is attached as part of the cover sheet, setting forth the name of each attorney and paraprofessional for whose work on this case compensation is sought, each attorney's year of bar admission, the aggregate amount of time expended by each such attorney or paraprofessional, the hourly billing rate for each such attorney or paraprofessional at Applicant's current billing rates and an indication of the individual amounts requested as part of the total amount of compensation requested. In addition, set forth in the billing summary is additional information indicating whether each attorney is a partner or associate, the number of years each attorney has held such position, and each attorney's area of concentration. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code.

34. Attached hereto as **Exhibit A** are invoices from January 1, 2018 through October 31, 2018, broken down in tenths of an hour by project category, based on the Guidelines, setting forth a detailed description of services performed by each attorney and paraprofessional as well as a detailed list of expenses incurred in connection with the performance of professional services on behalf of the Equity Committee for the Fifth Interim Compensation Period.

IV. SUMMARY OF PROFESSIONAL SERVICES RENDERED

35. To provide an orderly summary of the services rendered on behalf of the Equity Committee by Applicant, and in accordance with the Guidelines, Applicant has established the following separate project billing categories in connection with this case:

- (a) 0055 – Asset Disposition
- (b) 0057 – Asset Analysis and Recovery
- (c) 0060 – Chapter 11 Plan
- (d) 0061 – Claims Administration & Objection
- (e) 0062 – Committee Communications
- (f) 0065 – Employment & Fee Application
- (g) 0069 – Leases & Executory Contracts
- (h) 0070 – Litigation/Adversary Proceeding
- (i) 0081 – Case Administration
- (j) B151 – Communication with Equity Holders
- (k) 0455 – Travel

36. The following summary is intended to highlight a number of the services rendered by Applicant in the separate project billing categories where Applicant has expended a considerable number of hours on behalf of the Equity Committee, and it is not meant to be a detailed description of all of the work performed. Detailed descriptions of the day-to-day services provided by Applicant during the Fifth Interim Compensation Period and the time expended performing such services in each project billing category are fully set forth in **Exhibit A** hereto.

(a) Asset Disposition

37. Applicant worked with the Equity Committee's financial advisors to monitor the sale process. Applicant continued to represent the interests of equity holders in the sale process undertaken by the Debtors. Applicant reviewed letters of intent and other proposals submitted to the Debtors. Applicant conferred with the Equity Committee's financial advisors, with the Debtors and the Debtors' financial advisors, and with the Creditors Committee in the analysis of

each proposal for the purchase of assets of the estate.

38. Applicant conferred with certain potential purchasers and relayed to the Debtor's concerns expressed by potential purchasers and by the Equity Committee with respect to the manner in which the sale process was being conducted and especially in connection with access to due diligence material. On several occasions, applicant interceded on behalf of potential purchaser parties in that regard.

39. Applicant reviewed and commented on bid procedures proposed by the Debtors. Upon receipt of purchase offers, applicant provided the debtors with Equity Committee comments and suggestions for revision and improvement of the process. Upon selection of a stalking horse bidder, Applicant conducted discovery on the issue of good faith and the bona fides of the sale process. After conferring with the Equity Committee and its financial advisors, Applicant filed opposition to the bid procedures and the sale motion and argued against the sale to the stalking horse bidder, and in favor of the Equity Committee's own Chapter 11 Plan. The Court denied approval of the Equity Committee's Disclosure Statement in support of the Equity Committee's Chapter 11 Plan and approved the Debtors' Bid Procedures and the sale to the stalking horse bidder.

40. Applicant reviewed an informal objection to the sale process submitted by a potential bidder and negotiated with Debtors' counsel and Creditors Committee counsel revisions to the sale process to accommodate the concerns raised by the potential bidder. Applicant also reviewed the formal objection to the sale motion filed by an Ad Hoc Equity Group regarding access issues and conferred with Debtors' counsel respecting the Debtors' response to those objections. Applicant also reviewed and researched issues raised by a motion to withdraw the reference of the sale motion. Applicant drafted responses to the sale motion objection and the

withdrawal of reference. After the conclusion of the sale hearing in the Bankruptcy Court, Applicant followed the process in the Admiralty Court where the Debtors sought approval of the sale of RMST's stock to the Purchasing Group and also continued to seek alternative opportunities for the Debtors' estate.

(b) Asset Analysis and Recovery

41. During the Fifth Interim Compensation Period, Applicant concluded its analysis of potential claims assertable by the estate against certain current and former officers and directors of the Debtors (the "D&O Claims"). Applicant assisted the Committee in its analysis of potential D&O claims and in the Committee's selection of contingency fee counsel to prosecute those claims. Applicant then reviewed and edited the draft complaint and the motion to grant the Equity Committee derivative standing to prosecute the D&O claims. Throughout this process applicant conferred with Creditors Committee counsel and with Debtor's counsel in respect of the D&O claims litigation.

42. Applicant drafted and issued a demand letter to the Debtors for prosecution of the D&O claims. Upon the Debtors declining to prosecute the claims, applicant filed the motion with the Bankruptcy Court for derivative standing to authorize the Equity Committee to prosecute the claims. After approval by the Bankruptcy Court of derivative standing for the Equity Committee to prosecute the D&O claims, Applicant conferred regularly with contingency fee counsel. In connection with the approval of the sale of substantially all of the estate's assets, Applicant reviewed and revised a motion to establish a protocol by which documentary evidence would be preserved after the sale.

(c) Chapter 11 Plan

43. Early in the Fifth Interim Compensation Period, Applicant continued to work with the Debtors toward a consensual Chapter 11 plan. At Equity Committee's suggestion, the

Debtors and the Creditors Committee agreed to participate in a mediation to seek a consensual resolution for the Chapter 11 case. Applicant prepared for the mediation including drafting a mediation statement, researching numerous issues to be addressed at the mediation, and conferring closely with two Equity Committee members who attended the mediation in person. In preparation for the Mediation, Applicant researched numerous issues relating to the Chapter 11 case, including tax concerns, issues relating to the Admiralty Court and to the Covenants & Conditions relating to the Titanic artifacts, jurisdictional issues pertaining to the Admiralty Court, and securities law issues.

44. In connection with the mediation, Applicant also conferred with potential plan sponsors and prepared term sheets for presentation and discussion at the mediation. Applicant also conferred with the Equity Committee's financial advisors in the preparation of a liquidation analysis under various scenarios for use at the mediation and in connection with preparation of a consensual Chapter 11 plan.

45. After the mediation failed to reach a consensual resolution of the bankruptcy case, Applicant prepared an Equity Committee Chapter 11 Plan and a Disclosure Statement. In connection with the Equity Committee Plan, applicant negotiated with numerous parties and negotiated resolution of numerous objections to the Equity Committee's Disclosure Statement.

46. Applicant reported regularly to the Equity Committee and responded to inquiries from Committee members respecting issues pertaining to drafting the plan, soliciting acceptances to the plan, confirmation of the plan, and post-confirmation issues as well as securities law and tax issues relating thereto. Applicant also drafted provisions for a liquidating trust to administer post-confirmation matters.

47. Applicant also reviewed and assessed the Chapter 11 Plan and Disclosure

Statement filed by the Creditors Committee with the National Maritime Museum and Running Subways as Plan Sponsors. Applicant supported a motion filed in conjunction with the Creditors Committee to put the Equity Committee Plan and the Creditors Committee Plan on the same track as the Debtors Sale Motion and to establish coordination between the Bankruptcy Court and the Admiralty Court approval processes (the “Protocol Motion”). Applicant attended the hearings on the Protocol Motion and the Disclosure Statement and Bid Procedures hearing and argued in favor of the Equity Committee Plan and against the sale process.

(d) Claims Administration and Objections

48. Applicant reviewed and analyzed claims filed against the bankruptcy estate and conferred with the Debtors with respect to claim objections. Applicant filed and prosecuted an objection to the claim filed by PacBridge Capital Partners, which claim ultimately was allowed as part of a settlement under the Sale Motion and Sale Order.

(e) Committee Communications

49. Applicant continued to report regularly to the Equity Committee and its members and to respond to inquiries from the Committee and its members respecting various aspects of the bankruptcy case. Applicant issued regular case status update memos to the Committee members. In addition, Applicant organized and attended regular committee meetings, organized the agenda for each Committee meeting, distributed materials to be covered at each meeting, conducted the meetings, and prepared minutes of each meeting.

(f) Employment and Fee Application

50. Applicant prepared its Fifth Interim Fee Application for the months of January through October 2018, and also submitted monthly fee requests under the Court’s Interim Compensation Order for the the same time period. Counsel also reviewed and commented on the fee applications and monthly interim compensation requests from the Committee’s other

professionals.

(h) Litigation/Adversary Proceeding

51. After conclusion of the research and discovery relating to the potential D&O claims, and the filing of the D&O Adversary Proceeding by AgentisLaw, Applicant continued to work with contingency fee counsel in the prosecution of those claims. Among other things, Applicant negotiated the contingency fee contract under which AgentisLaw undertook prosecution of these claims. Applicant also reviewed and commented on the sale order entered in conjunction with the sale to PAHL in order to assure that after the sale closed documentary evidence necessary for the prosecution of the D&O claims would be preserved.

(i) Case Administration

52. Applicant monitored all aspects of the bankruptcy cases on behalf of the Equity Committee and represented equity holder's interest in connection with the bankruptcy case. In that capacity, Applicant maintained regular communication with the Debtors and their professionals and with the counsel to the Creditors Committee. Applicant also maintained the Committees' website as required under Code §1102(b)(3) and this Court's *Order Granting The Motion Of The Official Committee Of Equity Security Holders For An Order Clarifying Of The Obligations Of The Committee Under 11 U.S.C. § 1102(B)(3)* (Docket 272).

53. Applicant also continued to monitor the Debtors' pending case in the Admiralty Court. In that connection, and consistent with the Equity Committee's prosecution of its Chapter 11 plan, applicant moved on behalf of the Equity Committee to intervene in the District Court case in order to submit its proposed Chapter 11 Plan to the jurisdiction of the Admiralty Court. Ultimately, the bankruptcy court denied approval of the Equity Committee's Disclosure Statement and Applicant withdrew the Equity Committee's motion to intervene in the District Court. Thereafter, Applicant continued to monitor the progress of the Debtors Sale Approval

Motion in the District Court and conferred with interested parties in that litigation.

54. Applicant conferred with the Equity Committee's financial advisors with respect to the analysis and assessment of the Debtor's operations and the Debtor's sale process and reported to the Committee on matters of concern. Applicant also reviewed and assed the Monthly Operating Reports and the monthly interim fee requests and fee applications filed by professionals compensated by the estate.

(j) Communication with Equity Holders

55. Applicant received inquiries from time to time from equity security holders who were among the Equity Committee's constituency and responded to questions from equity holders concerning the status of the chapter 11 case and the Equity Committee's role in the case.

56. The professional fees rendered incurred by Applicant during the Fifth Interim Compensation period by project billing categories are as follows:

Project Billing Category	Hours	Fees
0055 – Asset Disposition	197.70	\$111,618.00
0057 – Asset Analysis and Recovery	27.30	\$15,424.50
0060 – Chapter 11 Plan	484.60	\$266,099.10
0061 – Claims Administration & Objection	10.70	\$6,045.50
0062 – Committee Communications	187.50	\$105,937.50
0065 – Employment & Fee Application	15.20	\$8,588.00
0069 – Leases & Executroy Contracts	1.30	\$734.50
0070 – Litigation/Adversary Proceeding	20.30	\$11,469.50
0081 – Case Administration	61.80	\$21,349.50
B151 – Communication with Equity Holders	0.40	\$226.00
0455 – Travel	122.80	\$69,382.00 ⁶

⁶ Travel time not billed to the estate.

V. ALLOWANCE OF COMPENSATION

57. The professional services rendered by Applicant have required a high degree of professional competence and expertise to address, with skill and dispatch, the numerous issues requiring evaluation and action by the Equity Committee. Applicant respectfully submits that the services rendered to the Equity Committee were performed efficiently, effectively and economically, and that the results obtained to-date have benefited the Equity Committee and the Debtors' estates generally.

58. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in Section 331 of the Bankruptcy Code:

Any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under Section 330 of this Title.

11 U.S.C. § 331.

59. With respect to the level of compensation, Section 330(a)(1)(A) of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person, "reasonable compensation for actual, necessary services rendered." Section 330(a)(3)(A), in turn, provides that:

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3)(A).

60. The congressional policy expressed above provides for adequate compensation in order to continue to attract qualified and competent professionals to bankruptcy cases. *Stroock & Stroock & Lavan v. Hillsborough Holdings Corp. (In re Hillsborough Holdings Corp.)*, 127 F.3d 1398, 1403-04 (11th Cir. 1997) (“Congress determined, it appears, that on average the gain to the estate of employing able, experienced, expert counsel would outweigh the expense to the estate of doing so, and that unless the estate paid competitive (market) sums it could not retain such counsel on a regular basis.”) (citations and quotations omitted).

61. The total time spent on behalf of the Equity Committee by Applicant’s attorneys and paraprofessionals during the Fifth Interim Compensation Period was 1,006.80 hours, which has a fair market value of \$547,492.10. As shown by this Application and **Exhibit A**, Applicant’s services were rendered economically and without unnecessary duplication of efforts. In addition, the work involved, and thus the time expended, was carefully assigned in consideration of the experience and expertise required for each particular task.

VI. REIMBURSEMENT OF EXPENSES

62. Applicant has incurred a total of \$16,615.92 in expenses in connection with representing the Equity Committee during the Fifth Interim Compensation Period. Applicant records all expenses incurred in connection with the performance of professional services.

63. In connection with the reimbursement of expenses, Applicant’s policy is to charge its clients in all areas of practice for expenses, other than fixed and routine overhead expenses,

incurred in connection with representing its clients. The expenses charged to Applicant's clients include, among other things, mail and express mail charges, special or hand delivery charges, photocopying charges, computerized research and transcription costs.

64. Applicant has charged the Equity Committee for these expenses at rates consistent with those charged to Applicant's other bankruptcy clients, which rates are equal to or less than the rates charged by Applicant to its non-bankruptcy clients. In providing or obtaining from third parties services which are reimbursable by clients, Applicant does not include in such reimbursable amount any costs of investment, equipment or capital outlay.

65. Throughout the Fifth Interim Compensation Period, Applicant has been keenly aware of cost considerations and has tried to minimize the expenses charged to the estate.

VII. CONCLUSION

WHEREFORE, Applicant respectfully requests the Court to enter an order, substantially in the form attached hereto as **Exhibit B**, (a) allowing Applicant (i) interim compensation for professional services rendered as counsel for the Equity Committee during the Fifth Interim Compensation Period in the amount of \$547,492.10 and (ii) reimbursement of expenses incurred in connection with rendering such services in the aggregate amount of \$16,615.92, for a total award of \$564,108.02; (b) authorizing and directing the Debtors to pay to Applicant \$547,492.10, which is an amount equal to the services rendered and expenses incurred during the Fifth Compensation Period, and; (c) granting such further relief the Court deems just and appropriate.

Dated: December 7, 2018

By: /s/ Peter J. Gurfein

Peter J. Gurfein, Esq.

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AKERMAN LLP

By: /s/ Jacob A. Brown

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was electronically filed with the Clerk of the Court using CM/ECF on December 7, 2018. I also certify that the foregoing document is being served this day on the following counsel of record via transmission of Electronic Filing generated by CM/ECF:

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/s/ Jacob A. Brown
Attorney

EXHIBIT A

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Attn: Jessica Sanders, Vice President of Corporate
Affairs
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Suite I
Norcross, GA 30071

Invoice Date
Submitted by
Direct Dial

2/15/18
Peter J. Gurfein
310-691-7374

RE: RMS Titanic, Inc.

Fees for Professional Services Rendered Through 1/31/18	\$70,802.50
Travel Time (Not Charged to Estate)	- \$8,644.50
Costs and Expenses Through 1/31/18	\$1,648.86
Total Amount of This Invoice	\$63,806.86

Invoice Date 2/15/18
Page 2

Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 1/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
1/2/18	PJG	0061	Review mediation brief re: NY Landlord claim objection (1); research [REDACTED] (.6); mark-up proposed revisions to mediation statement (.3); email J. Brown re: NY Landlord claim mediation (.1).	2.00	1,130.00
1/3/18	PJG	0057	Confer with B. Miller re: pending depositions in connection with D&O claims.	0.10	56.50
1/3/18	PJG	0081	Confer with B. Murphy and B. Williams re: sale status.	0.20	113.00
1/3/18	PJG	0061	Email exchange re: NY Landlord claim objection and settlement discussions (.2); confer with J. Brown re: mediation and mediator and settlement discussions re: NY Landlord claim (.2); research re: [REDACTED] (1.1); review final mediation statement (.2).	1.70	960.50
1/3/18	PJG	0062	Memo to Committee re: case status, sale issues, and background, legal issues, and proposed settlement ranges with respect to NY Landlord claim mediation.	1.60	904.00
1/4/18	JLRD	0060	Conference with P. Gurfein regarding status of plan process; Debtors' motion to extend exclusive period in which to file a disclosure statement; strategy regarding same.	0.30	153.00
1/4/18	PJG	0057	Confer with J. Lamet re: D&O claims discovery (.1).	0.10	56.50
1/4/18	PJG	0062	Memo to Committee re: status of sale process and plan process (1.2); memo to Special Litigation Subcommittee of Equity Committee re: D&O claims (.5).	1.70	960.50
1/4/18	JLRD	0060	Review e-mail from P. Gurfein summarizing current status of the plan process and issues and strategy going forward.	0.20	102.00
1/4/18	PJG	0060	Review Equity Group objection to motion to extend time to file disclosure statement (.6); research [REDACTED] (2.4); confer with J. Brown re: objection and response (.1); draft statement in response and reservation of rights re: motion to extend time to file disclosure statement (1.5).	4.60	2,599.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 1/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
1/5/18	PJG	0061	Confer with J. Brown re: status of mediation on NY Landlord claim and responding to inquiries from Debtors re: Equity Committee views on mediation (1); email J. Henshall and Carr Riggs re: tax implications of settlement with NY Landlord (.2); review mediator's statement re: mediation resolution (.1); email and telephone calls J. Brown approving mediation settlement on behalf of Equity Committee (.2).	1.50	847.50
1/5/18	JLRD	0060	Conference with P. Gurfein and telephone conference with P. Gurfein and J. Brown regarding Committee Statement regarding Debtors' motion to extend time in which to file Disclosure Statement.	0.60	306.00
1/5/18	PJG	0062	Email memos to Equity Committee re: status of mediation of NY Landlord claims (.3); memo to Committee re: recommended settlement of NY landlord claim (.4); email exchanges Committee members re: approval of mediated settlement of NY Landlord claim and implication of settlement on claims distribution (.3).	1.00	565.00
1/5/18	JLRD	0060	Review draft Statement and Reservation of Rights to be filed with respect to the Debtors' motion to extend the time in which Debtors may file a disclosure statement and related e-correspondence from P. Gurfein and J. Brown.	0.70	357.00
1/5/18	PJG	0060	Revise and finalize statement re: objection to motion to extend time to file disclosure statement (1.5); confer with J. Brown re: filing statement re: motion to extend (.2); review research re: [REDACTED] [REDACTED] (1.8); confer with J. Dalberg re: statement re: motion to extend (.2); telephone call J. Feldsher re: motion to extend (.2).	3.90	2,203.50

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RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 1/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
1/8/18	PJG	0062	Memo to Committee re: analysis of Las Vegas lease and amendment and updated claims analysis.	1.10	621.50
1/8/18	PJG	0061	Review and analysis of Debtors' updated claims schedule reflecting disallowed and settled claims for all debtors (.7); email B. Williams and B. Murphy re: updated claims schedule analysis (.3).	1.00	565.00
1/8/18	PJG	0069	Telephone call J. Cavender re: proposed amendment to las Vegas lease and long term negotiations (.2); review Las Vegas lease and proposed amendment to Las Vegas lease (.8); email B. Murphy and B. Williams re: Las Vegas lease amendment (.2); email J. Cavender re: Las Vegas lease amendment (.1)	1.30	734.50
1/10/18	PJG	0455	Non-working travel to Jacksonville for hearing on motion to extend time to file disclosure statement. (All travel time written off)	6.80	3,842.00
1/10/18	PJG	0081	Review pleadings and organize outline for presentation to court re: motion to extend time to file disclosure statement (2.1); review case law from objection and opposing briefs (1.7).	3.80	2,147.00
1/11/18	PJG	0060	Confer with J. Feldsher re: status of Apollo/Alta review of diligence material and related plan considerations (1); meeting with J. Cavender, D. Blanks, J. Brown, J. Chubak, and R. Heekin re: case status, plan status, general discussion of resolution of bankruptcy case (2); prep for hearing re: extension of time to file disclosure statement (.5); attend hearing re: motion to extend time to file disclosure statement (1).	4.50	2,542.50
1/11/18	JLRD	0060	Review e-mail and memo from P. Gurfein regarding proposal to mediate plan and consider strategic impact of same.	0.30	153.00
1/11/18	JLRD	0060	Review e-mail chain between P. Gurfein and A. Shapiro regarding plan mediation proposal.	0.10	51.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 1/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
1/11/18	EM	0081	Drafted December, 2017 Interim Fee Request.	4.00	640.00
1/11/18	JLRD	0060	Review memo from P. Gurfein regarding status of case, analysis of mediation proposal.	0.20	102.00
1/11/18	PJG	0081	Email J. Cavender, B. Wainger re: tourism at Titanic wreck site.	0.10	56.50
1/11/18	PJG	0062	Memo to Committee re: case status update and discussion with counsel to Debtors and to Creditor Committee re: case resolution and potential for mediation (1); email Committee re: results of hearing on motion to extend time to file disclosure statement (.5); email exchanges Committee members re; follow-up questions re: case status and potential mediation of case resolution (.5).	2.00	1,130.00
1/11/18	PJG	0065	Review and edit December invoice in connection with interim fee request.	0.50	282.50
1/12/18	JLRD	0060	Review e-memo from P. Gurfein regarding update on mediation proposal.	0.10	51.00
1/12/18	PJG	0455	Travel time from Jacksonville hearing. (All travel time written off)	8.50	4,802.50
1/12/18	PJG	0060	Draft outline of issues to be addressed in connection with plan mediation and resolution of case.	2.20	1,243.00
1/12/18	PJG	0081	Email exchange B. Wainger re: 3d party rights and tourism at Titanic wreck site (.1); review case law re: scope of RMST salvage rights (1.2).	1.30	734.50
1/12/18	PJG	0062	Email exchanges with Committee members re: further inquiries re: plan and case status.	0.30	169.50
1/12/18	PJG	0065	Finalize December invoice in connection with interim compensation request (.5); review and comment on Akerman and Teneo interim fee requests (.1).	0.60	339.00
1/14/18	PJG	0062	Respond to emails from A. Shapiro re: Court hearings, meetings with estate professionals, plan status, and sale issues.	0.40	226.00

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Page 6

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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 1/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
1/15/18	PJG	0060	Confer with B. Williams and B. Murphy re: long term case administration and plan issues (.2).	0.20	113.00
1/15/18	JLRD	0060	Review e-mail string between P. Gurfein, B. Murphy and A. Shapiro regarding bid solicitation process.	0.10	51.00
1/15/18	PJG	0062	Telephone call A. Shapiro re: long term case administration and plan issues (.4).	0.40	226.00
1/16/18	PJG	0060	Draft outline and discussion draft re: long term case administration and plan issues (.8); confer with B. Murphy, B. Williams, J. Brown re: case administration, sale, and plan issues (.7); telephone call with J. Cavender re: long term case administration and resolution of bankruptcy case and potential mediation (.4); confer with Lincoln International re: report from Glass Ratner re: plan and sale process (.2).	2.10	1,186.50
1/16/18	PJG	0081	Review interim fee requests of estate professionals (.2).	0.20	113.00
1/16/18	PJG	0062	Telephone call A. Shapiro re: long term case administration and resolution and issues pertaining to mediation (.3); memo to Committee re: case status update and mediation (1.2).	1.50	847.50
1/16/18	PJG	B151	Telephone call J. Hess, equity holder, re: case status and respond to questions from Mr. Hess (.2).	0.20	113.00
1/17/18	PJG	0062	Confer with A. Shapiro re: mediation proposal (.3); email mediation proposal to Committee (.2); email Committee re case status update (.3); memo to Committee re: plan negotiations and purpose of mediation (1.4); respond to inquiries from Committee members re: case status and mediation (.3).	2.50	1,412.50
1/17/18	PJG	0060	Email exchanges J. Cavender and J. Chubak re: mediation proposal and specifics (.2); confer with J. Feldsher re: status of discussion with Debtors (.2); confer with B. Murphy re: status update from Glass Ratner (.3); email J. Cavender re: Equity Committee participation in mediation (.2); review and comment on draft order extending time for Debtors to file Disclosure Statement in connection with filed plan of reorganization (.4).	1.30	734.50

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Page 7

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 1/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
1/17/18	JLRD	0060	Review e-memorandum from P. Gurfein regarding status of dealings with the Debtors and plan mediation.	0.10	51.00
1/18/18	PJG	0062	Confer with A. Shapiro re: Committee meetings and updating Committee on negotiations and proposed mediation (.3); draft agenda for Committee meeting (.5); email committee re: meeting agenda and mediation proposal (.4).	1.20	678.00
1/17/18	JLRD	0060	E-correspondence with P. Gurfein regarding effect on equity committee if a chapter 11 trustee were appointed in the case.	0.40	204.00
1/18/18	PJG	0062	Telephone call J. Brown re: planned mediation and issues to be addressed in mediation (.2); telephone call J. Cavender re: plan process, mediation issues, and scheduling of mediation (.3); telephone call J. Chubak re: plan process, mediation issues, and scheduling mediation (.2); Confer with B. Williams and B. Murphy re: status of discussions among potential bidders and plan issues under consideration for mediation (.4); email exchanges with B. Murphy re: plan issues and mediation (.2); research [REDACTED] (1); email J. Brown re: financial issues pertaining to potential acquirer of assets (.1).	2.40	1,356.00
1/19/18	PJG	0062	Prepare for call with Committee (.7); Committee meeting conference call (1.5); email exchanges with Committee members re: sale and plan process (.2).	2.40	1,356.00
1/19/18	PJG	0060	Telephone call J. Feldsher re: equity group issues and potential for plan sponsorship (.2); confer with J. Cavender re: plan and mediation issues (.2); telephone call B. Murphy re: status update on sale and plan issues (.1); email exchanges B. Williams re: sale and plan issues (.2).	0.70	395.50
1/22/18	PJG	0060	Conference call among estate professionals re: mediation of plan issues (.8); email exchanges J. Cavender, J. Chubak re: mediation (.2); draft issues memo for inclusion in mediation statement (1.1).	2.10	1,186.50
1/22/18	PJG	0062	Draft minutes re: January 19, 2018 Committee meeting (1); draft minutes for December 14, 2017 Committee meeting (.9); memo to Committee re: update on case status, sale process, plan process, and mediation (1.9).	3.80	2,147.00

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Page 8

Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 1/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
1/22/18	EM	0081	Drafted and reviewed time for Fourth Interim Fee Application for Compensation.	2.00	320.00
1/22/18	JLRD	0060	Review e-correspondence and related memorandum from P. Gurfein.	0.20	102.00
1/22/18	PJG	0055	Research [REDACTED] (1.7); telephone call B. Murphy re: status update on sale process (.2).	1.90	1,073.50
1/23/18	PJG	0062	Email memo to Committee re: status of discussions re: plan and re: mediation.	0.50	282.50
1/23/18	PJG	0060	Research re: [REDACTED] (2.7); telephone call B. Wainger re: salvage rights issues (.2); telephone call J. Chubak re: mediation issues and plan considerations (.2); telephone call J. Feldsher re: status of discussions re: plan proposals and related legal concerns (.2); confer with B. Murphy re: status of plan and sale discussions (.2); confer with J. Cavender re: plan and mediation concerns (.3); outline mediation statement (1.6).	5.40	3,051.00
1/24/18	PJG	0062	Email memo to Committee re: status of mediation preparation and status of sale and plan proposals (.3); email exchanges with committee members re: mediation (.2).	0.50	282.50
1/24/18	PJG	0060	Work on mediation outline (1); research re: [REDACTED] (2.3); email exchanges B. Wainger re: District Court orders re: salvor-in-possession status and rights (.2); telephone call J. Cavender re: status of discussions on plan proposals and mediation issues (.1); confer with J. Brown re: mediation order in Jacksonville Bankruptcy Court and selection of mediator (.1).	3.70	2,090.50
1/24/18	JLRD	0600	Review e-memo from P. Gurfein regarding status and plan mediation.	0.20	102.00
1/24/18	JLRD	0600	Review e-mail correspondence between P. Gurfein, J. Heller and A. Shapiro regarding plan mediation issues.	0.10	51.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 1/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
1/25/18	PJG	0062	Email memo to Committee re: case status, sale process, plan issues, and mediation (1.2); email exchanges Committee members responding to inquiries re: case status (.3).	1.50	847.50
1/25/18	PJG	0060	Organize files re: plan alternatives (.7); call with S. Wolf and J. Feldsher re: plan alternatives (.9); confer with J. Cavender re: conversations with National Maritime Museum and with Equity Group re: case resolution (.2); telephone call J. Feldsher re: mediation concerns (.3).	2.10	1,186.50
1/25/18	PJG	0065	Work on Fourth Interim Fee Application.	1.10	621.50
1/26/18	PJG	0060	Confer with J. Cavender re: plan negotiations and mediation proposal (.2); review research re: [REDACTED] (.8); confer with J. Feldsher re: Equity Group proposal and research [REDACTED] (.3).	1.30	734.50
1/26/18	PJG	0062	Email to Committee members re: specifics of proposed mediation (.7); confer with A. Shapiro, I. Jacobs, and J. Heller re: attendance at mediation (.3); email Committee re: status of discussions with Alta and Apollo (.4); memo to Committee re: case status update, communications with potential bidders, and plan negotiations (1.1).	2.50	1,412.50
1/26/18	PJG	0060	Research [REDACTED] (1); email exchanges J. Brown and J. Dalberg re: research results (.2); telephone call B. Murphy re: Apollo and Alta plan issues (.3); confer with J. Feldsher re: status of equity group negotiations (.3); confer with E. Moreno re: [REDACTED] research assignment (.5); research re: [REDACTED] (1); confer with J. Chubak re: mediation timing (.2); confer with J. Brown and J. Dalberg re: status (.5); email exchanges J. Feldsher re: status of negotiations (.4); email J. Cavender re: PSA and plan negotiations (.7).	5.10	2,881.50

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 1/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
1/28/18	JLRD	0060	E-correspondence with P. Gurfein regarding update on status of case and strategy regarding dealing with plan proposed by ad hoc equity committee and insiders.	0.20	102.00
1/28/18	JLRD	0060	Research [REDACTED].	2.70	1,377.00
1/29/18	EM	0081	Revised Fourth Interim Fee Application for Compensation.	2.50	400.00
1/29/18	JLRD	0060	Telephone conference with P. Gurfein and J. Brown regarding strategy with respect to Apollo and inside equity group.	0.60	306.00
1/29/18	JLRD	0060	Conference with P. Gurfein regarding plan research, [REDACTED].	0.30	153.00
1/29/18	JLRD	0060	E-correspondence with P. Gurfein regarding plan research.	0.20	102.00
1/29/18	PJG	0060	Research re [REDACTED] (3.1); confer with K. Fackler re: research topic (.2); confer with J. Brown re: research topic (.2); confer with J. Dalberg re: research topic (.3); email E. Dobbs re: mediator's conflict check (.1).	3.90	2,203.50
1/29/18	PJG	0062	Telephone call with A. Shapiro re: status of plan discussions and mediation issues (.3).	0.30	169.50
1/29/18	PJG	0065	Work on Fourth Interim Fee Application narrative (2.8); review interim fee statement from Debtors' counsel (.2).	3.00	1,695.00
1/30/18	JLRD	0060	Review detailed e-memorandum from P. Gurfein regarding status of dealings with debtor, counsel for Apollo etc. regarding plan mediation; request by Debtor and Apollo that same be rescheduled.	0.20	102.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 1/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
1/30/18	PJG	0065	Finalize draft of Fourth Interim Fee Application (2.8); email fee application to J. Brown for review re: local rules (.1).	2.90	1,638.50
1/30/18	PJG	0062	Telephone call I. Jacobs re: status of negotiations and plan mediation concerns (.3); telephone call A. Shapiro re: mediation concerns and status of plan negotiations (.3); memo to Committee re: status of plan and mediation discussions (1.1).	1.70	960.50
1/30/18	PJG	0060	Telephone calls J. Feldsher re: status of negotiations between equity group and debtors re: potential plan proposal (.6); telephone call J. Brown re: plan mediation topics (.2); telephone call B. Murphy re: information requested by potential plan sponsor (.2); telephone call K. Fackler re: plan research results (.2); telephone calls J. Cavender re: follow diligence questions, mediation issues, and plan negotiations (.4); telephone call J. Feldsher re: claims analysis (.1); telephone call J. Chubak re: mediation scheduling (.2); telephone call J. Cavender re: mediation scheduling (.3); confer with E. Moreno re: research re: [REDACTED] [REDACTED] [REDACTED] (.3).	2.50	1,412.50
1/30/18	JLRD	0060	Conference with P. Gurfein regarding strategy.	0.40	204.00
1/30/18	JLRD	0060	E-correspondence from J. Brown regarding strategy.	0.10	51.00
1/30/18	JLRD	0060	Review e-mail string between P. Gurfein and A. Shapiro regarding strategy with respect to rescheduling of plan mediation, etc.	0.10	51.00
1/31/18	JLRD	0060	Review e-mail from P. Gurfein regarding status of his dealings with counsel for Apollo.	0.10	51.00
1/31/18	JLRD	0060	Conference with P. Gurfein regarding status of negotiations with Apollo.	0.20	102.00
1/31/18	JLRD	0060	Telephone conference with P. Gurfein and J. Brown regarding strategy.	1.10	561.00
1/31/18	JLRD	0060	E-correspondence with P. Gurfein regarding his call with counsel to Apollo; strategy.	0.20	102.00
1/31/18	JLRD	0060	Conference with P. Gurfein regarding strategy for dealing with counsel for Debtors and Apollo.	0.20	102.00
Totals				117.10	\$62,158.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

TIMEKEEPER TIME SUMMARY THROUGH 1/31/18

Initials	Name	Hours	Rate	Amount
PJG	Gurfein	98.40	565.00	\$55,596.00
JLRD	Dalberg	10.20	510.00	\$5,202.00
EM	Meza	8.50	160.00	\$1,360.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FOR COSTS AND EXPENSES INCURRED THROUGH 1/31/18

Date	Description	Amount
1/11/18	Travel: Airfare and Hotel – Jacksonville hearing re Disclosure Statement and meeting re plan of reorganization.	\$1,182.05
1/11/18	Transportation and Meals – Jacksonville hearing re Disclosure Statement and meeting re plan of reorganization.	\$175.73
1/31/18	JND Corporate Restructuring (Invoice No. 2304 – January services).	\$291.08

Total Costs & Expenses: \$1,648.86

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RMS Titanic, Inc.

TIME SUMMARY BY PHASE AND TASK THROUGH 1/31/18

		Hours	Amount
0055	Asset Disposition	1.90	1,073.50
0057	Asset Analysis and Recovery	0.20	113.00
0060	Chapter 11 Plan	58.20	32,322.00
0061	Claims Administration and Objection	6.20	3,503.00
0062	Committee Communications	26.90	15,198.50
0065	Employment and Fee Application	8.10	4576.50
0069	Leases & Executory Contracts	1.30	734.50
0081	Case Administration	14.10	4,524.00
0455	Travel	15.30	8,644.50
B151	Communication With Equity Holders	0.20	113

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Billing Inquiries:

310-557-0050

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Suite 700
Los Angeles, Ca. 90067

Premier Exhibitions, Inc.
Attn: Jessica Sanders, Vice President of Corporate
Affairs
3045 Kingston Court
Suite I
Norcross, GA 30071

Invoice Date
Submitted by
Direct Dial

3/14/18
Peter J. Gurfein
310-691-7374

RE: RMS Titanic, Inc.

Fees for Professional Services Rendered Through 2/28/18	\$94,174.00
Travel Time (Not Charged to Estate)	- \$7,627.50
Costs and Expenses Through 2/28/18	\$2,998.22
Total Amount of This Invoice	\$89,544.72

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 2/28/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
2/1/18	JLRD	0060	E-correspondence with P. Gurfein and A. Shapiro regarding status of mediation.	0.20	102.00
2/1/18	JLRD	0060	Review e-memo from P. Gurfein analysing current status of dealings with the Debtors in connection with proposed plan mediation.	0.30	153.00
2/1/18	PJG	0057	Review and markup M. Little deposition testimony (.8).	0.80	452.00
2/1/18	PJG	0062	Confer with A. Shapiro re: equity group submission of proposal and scope of mediation issues (.3); email Committee members re: status of mediation proposal and discussion with equity group and debtors respecting plan issues and mediation (.2); memo to Committee re: case status update, plan related issues, and mediation (1.1).	1.60	904.00
2/1/18	PJG	0060	Confer with J. Brown re: plan mediation (.2); email exchange J. Feldsher re: equity group diligence requests (.1); review diligence requests from Apollo (.2); confer with B. Murphy re: responses to diligence requests (.2); outline issues for mediation (.6).	1.30	734.50
2/2/18	JLRD	0060	Review e-mail from P. Gurfein and attached [REDACTED] [REDACTED] [REDACTED]	0.50	255.00
2/2/18	PJG	0062	Email memo to Committee re: plan mediation (.9); confer with members of Committee re: participation in mediation (.4).	1.30	734.50
2/2/18	PJG	0060	Telephone call J. Chubak re: Plan and mediation issues (.2); review E. Dobbs draft engagement letter (.4); email J. Cavender and J. Chubak re: attendance at mediation (.1).	0.70	395.50

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 2/28/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
2/3/18	PJG	0060	Telephone call S. Fox re: plan and sale issues (.5).	0.50	282.50
2/3/18	PJG	0057	Review B. Miller report re: M. Little examination (.2).	0.20	113.00
2/6/18	PJG	0081	Review periodic report filed in EDVA (.3).	0.30	169.50
2/6/18	PJG	0062	Telephone call A. Shapiro re: case status (.3); email memo to committee re: case status and upcoming Committee call (.4); memo to Committee re: plan status and mediation (.8); email A. Shapiro re: mediation (.2).	1.70	960.50
2/6/18	PJG	0060	Confer with B. Williams and B. Murphy re: Apollo diligence (.2); telephone call J. Feldsher re plan status (.2); telephone call J. Chubak re: plan status (.2); confer with J. Cavender re: case and mediation (.2); email B. Murphy re: Apollo diligence and meeting with management (.1).	0.90	508.50
2/7/18	PJG	0060	Work on Mediation Statement (5); emails B. Murphy, B. Miller, J. Brown re: inserts to mediation statement (.4).	5.40	3,051.00
2/7/18	PJG	0062	Confer with J. Heller, I. Jacobs, A. Shapiro re: participation at mediation (.2); draft minutes from prior Committee meeting (.5); draft agenda for February 8 meeting (.2); memo to Committee re: case status update (1.9); email committee re: 2/8 Committee conference call (.2).	3.00	1,695.00
2/7/18	PJG	0060	Email J. Feldsher re: status of Apollo diligence (.1); draft mediation description for insert to mediator's engagement letter (.6); email exchanges J. Cavender and J. Chubak re: insertion of description of mediation into engagement letter (.1); email J. Cavender re: mediation logistics (.1).	0.90	508.50

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 2/28/18

Date	Init	Task	Description of Work Performed	Hours	Amount
2/7/18	PJG	0081	Review financials for 2017 issued by Debtors (.4); email exchange with B. Murphy re: inquiries relating to 2017 financials (.2); review Debtors' responses to Equity Committee financial inquires (.7).	1.30	734.50
2/8/18	PJG	0060	Emails J. Cavender re: mediation and re: SNL exhibit (.2).	0.20	113.00
2/8/18	PJG	0062	Prepare for Committee call (.7); Committee meeting conference call (1.5).	2.20	1,243.00
2/8/18	PJG	0081	Review Debtor's report re: NOLs (.7); confer with W. Sullivan re: NOL report (.3); review financial report (.8).	1.80	1,017.00
2/9/18	PJG	0065	Work on LGB fee application (1.1); review and comment on Akerman fee application (.2).	1.30	734.50
2/9/18	PJG	0062	Telephone calls A. Shapiro re plan issues and mediation (.4); confer with A. Shapiro and B. Murphy re: Apollo proposal (.1).	0.50	282.50
2/9/18	PJG	0060	Email exchanges with S. Roach re: mediation logistics (.1); confer with J. Brown re: mediation (.1); email exchange J. Cavender re: defaults under PSA (.2); email J. Cavender and J. Chubak re: mediation statement (.2).	0.60	339.00
2/10/18	JLRD	0060	Review e-mail chain of correspondence between P. Gurfein, T. Kraus and J. Brown regarding proposal to send plan negotiations to mediation.	0.10	51.00
2/11/18	PJG	0060	Review exhibits for Mediation (3); research re: Mediation (4); email J. Brown re: inserts to mediation statement (.2).	7.20	4,068.00
2/12/18	PJG	0060	Review letters of intent in connection with plan analysis (1.7).	1.70	960.50

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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 2/28/18

Date	Init	Task	Description of Work Performed	Hours	Amount
2/12/18	PJG	0062	Telephone call A. Shapiro re: plan and sale issues (.4); email agenda for 12/13 committee call (.2).	0.60	339.00
2/13/18	PJG	0060	Work on Committee Mediation Statement (4).	4.00	2,260.00
2/13/18	PJG	0062	Prepare for Committee call (.6); Committee meeting conference call (1.5); email exchanges with Committee members follow-up to Committee call (.4); confer with A. Shapiro re: plan and mediation (.2); confer with B. Williams re: plan and mediation (.1); email memo to Committee re: follow-up to Committee call (.4).	3.20	1,808.00
2/13/18	PJG	0060	Email exchange B. Murphy re: status of bidder due diligence and management meeting (.3).	0.30	169.50
2/14/18	JLRD	0060	Review detailed e-memo from P. Gurfein regarding his discussions with proposed mediator of plan issues.	0.20	102.00
2/14/18	PJG	0065	Review January invoice re: LGB interim fee request (.5).	0.50	282.50
2/14/18	PJG	0081	Draft notice for website re: mediation (.3).	0.30	169.50
2/14/18	PJG	0062	Memo to Committee re: case status update (1); email exchanges with Committee members re: case status (.2); confer with A. Shapiro re: mediation and website notice (.2).	1.40	791.00
2/14/18	PJG	0060	Work on Mediation Statement (3); telephone call E. Dobbs re: plan mediation (1.3); follow-up email to E. Dobbs re: mediation (.2); review and comment on revised draft mediation order (.2); email S. Roach re: revised mediation order (.1).	4.80	2,712.00
2/15/18	PJG	0057	Email exchange B. Miller re: D&O analysis (.2).	0.20	113.00
2/15/18	PJG	0081	Update Committee website re: mediation motion (.2).	0.20	113.00
2/15/18	PJG	0065	Submit LGB interim fee request for January (.2).	0.20	113.00
2/15/18	EM	0081	Drafted January, 2018 Interim Fee Request.	2.50	400.00

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 2/28/18

Date	Init	Task	Description of Work Performed	Hours	Amount
2/15/18	PJG	0060	Review mediation confidentiality agreement (.2); review filed mediation motion (.1); email to E. Dobbs re: attendees at mediation (.1); work on Mediation Statement (3.5).	3.90	2,203.50
2/15/18	PJG	0062	Email Committee responding to inquiries re: Riverside Group (.2); email exchanges with Committee members re: mediation (.3); telephone call A. Shapiro re: case status (.2); email to Committee members attendees at Mediation re: confidentiality agreement (.1).	0.80	452.00
2/16/18	JLRD	0060	Conference with P. Gurfein regarding National Maritime Museum motion to withdraw the reference and transfer venue to Florida District Court.	0.30	153.00
2/16/18	JLRD	0060	Research re: [REDACTED]	1.50	765.00
2/16/18	PJG	0062	Memo to Committee re: case status update and mediation (.6); email exchanges with Committee members (.2).	0.80	452.00
2/16/18	PJG	0055	Telephone call J. Cavender and J. Chubak re: National Maritime Museum (.2); telephone S. Fox re: sale issues (.4); email J. Cavender and J. Chubak re: status of sale (.2).	0.80	452.00
2/17/18	PJG	0060	Work on Mediation Statement (5.8); prep for mediation (1); emails J. Brown, B. Murphy, B. Williams, J. Dalberg re: plan and mediation issues and alternative plan scenarios (1).	7.80	4,407.00
2/17/18	JLRD	0060	Research re: [REDACTED]	2.50	1,275.00
2/18/18	JLRD	0060	Research and draft re: [REDACTED]	2.50	1,275.00
2/18/18	JLRD	0060	E-correspondence with J. Brown and P. Gurfein regarding mediation statement.	0.10	51.00
2/18/18	PJG	0060	Work on Mediation Statement and organize exhibits to Mediation Statement (7).	7.00	3,955.00

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 2/28/18

Date	Init	Task	Description of Work Performed	Hours	Amount
2/19/18	JLRD	0060	Research and draft [REDACTED]	2.70	1,377.00
2/19/18	PJG	0060	Confer with J. deKoe re: financial information pertaining to plan and mediation issues (.6); review financials in connection with plan issues (1.1); work on Mediation Statement and prep for mediation (3).	4.70	2,655.50
2/19/18	JLRD	0060	E-correspondence with P. Gurfein regarding [REDACTED]	0.20	102.00
2/20/18	JLRD	0060	E-correspondence with P. Gurfein, B. Williams regarding possible spinoff of French artifacts.	0.20	102.00
2/20/18	JLRD	0060	Review draft mediation statement.	0.50	255.00
2/20/18	JLRD	0060	Review draft plan term sheet received from P. Gurfein.	0.40	204.00
2/20/18	JLRD	0060	Review e-correspondence from P. Gurfein regarding negotiations with counsel for unsecured creditors committee.	0.10	51.00
2/20/18	PJG	0060	Work on Mediation Statement (5); telephone call E. Dobbs re: mediation (.1); email exchanges B. Murphy and J. deKoe re: financials and valuation issues (1); work on plan and sale term sheet (2); email J. Brown re: Mediation Statement (.2).	8.30	4,689.50
2/21/18	PJG	0081	Review MORs and financial analysis of Teneo re: operational economics (.8).	0.80	452.00
2/21/18	PJG	0062	Email Committee re draft Mediation Statement (.2); telephone call A. Shapiro re: mediation (.2); email memo to Committee re: plan alternatives (2.1).	2.50	1,412.50
2/21/18	PJG	0060	Review edits from J. Brown to Mediation Statement (.4); revise Mediation Statement (1.1); telephone call S. Fox re: sale and plan (.2).	1.70	960.50
2/21/18	JLRD	0060	Analyze proposal term sheet from P. Gurfein for sale of French exhibition artifacts.	0.30	153.00
2/21/18	JLRD	0060	Review e-correspondence from P. Gurfein and J. Brown regarding comments to draft mediation statement.	0.20	102.00

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 2/28/18

2/21/18	JLRD	0060	Conference with P. Gurfein regarding plan term sheet and draft mediation statement.	0.30	153.00
2/21/18	JLRD	0060	E-correspondence with P. Gurfein regarding revised mediation statement and review redlined version of same.	0.30	153.00
2/22/18	PJG	0062	Telephone calls A. Shapiro re: plan issues (.3); email committee re: plan issues and mediation statement (.3).	0.60	339.00
2/22/18	PJG	0060	Review Committee comments and finalize Mediation Statement (2.2); organize exhibits to Mediation Statement (2.2); email E. Dobbs re: Mediation Statement (.1); draft alternative plan proposal (2.3).	6.80	3,842.00
2/22/18	JLRD	0060	Review and edit revised mediation statement.	0.50	255.00
2/22/18	JLRD	0060	Conference with P. Gurfein regarding mediation statement and plan for sale of French artifacts; comments to both and strategy for mediation.	0.80	408.00
2/23/18	JLRD	0060	E-correspondence with P. Gurfein and I. Jacobs regarding equity committee's response to request from NMM to participate in mediation.	0.10	51.00
2/23/18	PJG	0060	Work on alternative plan term sheets (1.1); telephone call J. Brown re: prep for mediation (.3); telephone call J. Cavender re: mediation (.2); prep for mediation (1).	2.60	1,469.00
2/23/18	PJG	0062	Email exchanges with I. Jacobs re: mediation (.3); email exchanges A. Shapiro, J. Heller, I. Jacobs re: mediation preparation (.5).	0.80	452.00
2/24/18	PJG	0062	Email exchange with Committee members re: mediation and KEIP (.3); email Committee re: Armada proposal and re: summary of Armada LOIs (.6).	0.90	508.50
2/24/18	PJG	0060	Review Armada proposal/LOI (.6); confer with B. Murphy and J. deKoe re: Armada proposal (.3); review summary of Armada proposal and comparison with last proposal (.3); prepare for mediation (4); email J. Cavender re: KEIP (.1); review financials re: 2107 EBITDA (.2).	5.50	3,107.50

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 2/28/18

Date	Init	Task	Description of Work Performed	Hours	Amount
2/25/18	PJG	0455	Travel to Atlanta for plan mediation. (Time not charged to estate).	6.50	3,672.50
2/25/18	PJG	0060	Confer with Committee members re: plan mediation.	1.50	847.50
2/25/18	PJG	0060	Prepare for mediation.	3.50	1,977.50
2/26/18	PJG	0062	Confer with I. Jacobs, A. Shapiro, J. Heller re: mediation and prep for further discussions (1).	1.00	565.00
2/26/18	PJG	0060	Attend mediation.	10.50	5,932.50
2/26/18	PJG	0062	Confer with Committee Members re Mediation.	1.50	847.50
2/26/18	JLRD	0060	Review draft equity committee plan term sheet.	0.30	153.00
2/27/18	JLRD	0060	Review revised equity committee mediation term sheet.	0.10	51.00
2/27/18	PJG	0062	Confer with Committee members re: mediation and status of plan and sale negotiations.	2.10	1,186.50
2/27/18	PJG	0060	Attend mediation.	10.00	5,650.00
2/28/18	PJG	0455	Travel from Atlanta for mediation. (Time not charged to estate).	7.00	3,955.00
2/28/18	PJG	0060	Review notes re: plan and sale process (.5); confer with J. Dalberg re: plan and sale process (.3).	0.80	452.00
2/28/18	JLRD	0060	Conference with P. Gurfein regarding mediation proceedings, emergence of joint bid by [REDACTED] strategy going forward.	0.50	255.00
Totals				156.50	\$86,546.50

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

TIMEKEEPER TIME SUMMARY THROUGH 2/28/18

Initials	Name	Hours	Rate	Amount
PJG	Gurfein	138.30	565.00	\$78,139.50
JLRD	Dalberg	15.70	510.00	\$8,007.00
EM	Meza	2.50	160.00	\$400.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

FOR COSTS AND EXPENSES INCURRED THROUGH 2/28/18

Date	Description	Amount
2/1/18	Fed Ex shipment to: Akerman LLP.	\$203.45
2/25/18	Travel: Airfare and Hotel (Gurfein) – Atlanta Mediation conference.	\$1,448.97
2/25/18	Travel: Hotel (Shapiro) – Atlanta Mediation conference.	\$475.26
2/25/18	Travel: Hotel (Heller) – Atlanta Mediation conference.	\$475.26
2/28/18	Transportation and Meals (Gurfein) – Atlanta Mediation conference.	\$82.90
2/28/18	JND Corporate Restructuring (Invoice No. 2345 – February services).	\$282.38
2/28/18	Court Call (ID No. 8798971).	\$30.00
Total Costs & Expenses:		\$2,998.22

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

TIME SUMMARY BY PHASE AND TASK THROUGH 2/28/18

		Hours	Amount
0055	Asset Disposition	0.80	452.00
0057	Asset Analysis and Recovery	1.20	678.00
0060	Chapter 11 Plan	118.80	66,258.50
0062	Committee Communications	26.50	14,972.50
0065	Employment and Fee Application	2.00	1,130.00
0081	Case Administration	7.20	3,055.50
0455	Travel	13.50	7,627.50

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1801 Century Park East
Suite 700
Los Angeles, Ca. 90067

Landau Gottfried & Berger LLP

lgbfirm.com

Billing Inquiries:

310-557-0050

Payment Remittance Address

Landau Gottfried & Berger LLP
1801 Century Park East
Suite 700
Los Angeles, Ca. 90067

Premier Exhibitions, Inc.
Attn: Jessica Sanders, Vice President of Corporate
Affairs
3045 Kingston Court
Suite I
Norcross, GA 30071

Invoice Date 4/13/18
Submitted by Peter J. Gurfein
Direct Dial 310-691-7374

RE: RMS Titanic, Inc.

Fees for Professional Services Rendered Through 3/31/18	\$43,780.50
Costs and Expenses Through 3/31/18	\$697.02
Total Amount of This Invoice	\$44,479.52

Invoice Date 4/13/18
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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 3/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
3/1/18	PJG	0081	Attend hearing (telephonic) re: NY Tax claims (.5); review settlement of NY Tax claim (.2); email H. Winsberg re: status of claims (.1); draft amendment to confidentiality agreement (.8).	1.60	904.00
3/1/18	PJG	0055	Telephone call J. Chubak re: sale status (.2); confer with B. Murphy and J. Brown re: sale issues (.5); telephone call S. Fox re: sale process (.4); email H. Winsberg re: sale issues (.2).	1.30	734.50
3/1/18	PJG	0060	Email exchange E. Dobbs re: approval of mediator's statement for filing with court (.1); review mediator's statement (.1); email exchange A. Shapiro, J. Heller, I. Jacobs re: draft mediator's statement (.1).	0.30	169.50
3/2/18	JLRD	0060	E-correspondence with P. Gurfein regarding status of case and sale/plan process and negotiations.	0.20	102.00
3/2/18	PJG	0060	Telephone call A. Shapiro re: case status and plan and sale update (.4); telephone call S. Roach re: plan and sale issues (.2); confer with B. Murphy re: liquidation analysis (.3); email B. Murphy re: sale update memo from Glass Ratner (.1).	1.00	565.00
3/2/18	PJG	0060	Memo to Committee re: case status and sale and plan process (.9).	0.90	508.50
3/2/18	PJG	0062	Email exchanges with Committee members re: mediator's report, scheduling Committee meeting, and status of sale process.	0.60	339.00
3/5/18	JLRD	0060	E-correspondence with P. Gurfein and J. Brown regarding sale and plan process and related discovery.	0.10	51.00
3/6/18	PJG	0062	Telephone call with I. Jacobs re: mediation, sale process, and plan process concerns (.5); email exchanges with Committee members re: plan and sale process concerns (1.1); email A. Shapiro re: Committee concerns (.2).	1.80	1,017.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 3/31/18

3/6/18	PJG	0055	Conference call H. Winsberg re: follow-up to mediation and status of sale and plan process and Committee confidentiality Agreement (.5); email exchange H. Winsberg re: concerns with sale process (.2); email B. Murphy and B. Williams re: sale process follow-up and assessment of offers (.1).	0.80	452.00
3/7/18	PJG	0055	Research [REDACTED] (2.1); email K. Fackler re: [REDACTED] (.1); email H. Winsberg re: sale process (.1); review proposal from [REDACTED] (.6); email B. Murphy re: issues with [REDACTED] proposal (.2).	3.10	1,751.50
3/9/18	PJG	0055	Review [REDACTED] proposal (.8); conference call Akerman and Lincoln International re: assessment of [REDACTED] proposal (.6).	1.40	791.00
3/9/18	PJG	0062	Prep for call with Committee (.6); conference call Equity Committee re: plan and sale process and concerns with case status (1.2); follow-up emails with estate professionals re: Committee call (.3).	2.10	1,186.50
3/10/18	JLRD	0060	E-correspondence with P. Gurfein regarding [REDACTED] term sheet.	0.20	102.00
3/10/18	JLRD	0060	Review term sheet received from Debtors ([REDACTED] offer), and prepare analysis of same for P. Gurfein.	0.80	408.00
3/11/18	JLRD	0060	Conference call with P. Gurfein, J. Brown and Lincoln regarding [REDACTED] term sheet: strategy regarding same.	0.50	255.00
3/12/18	JLRD	0060	Conference with P. Gurfein regarding discovery; strategy.	0.30	153.00
3/12/18	JLRD	0060	Review proposed discovery.	0.30	153.00
3/12/18	PJG	0057	Confer with J. Brown re: status of D&O claims analysis and strategy for pursuit of claims (.2); review drafts of discovery (1.1); email K. Fackler re: discovery (.2).	1.50	847.50

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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 3/31/18

3/12/18	PJG	0062	Email Committee re: case status and update on sale process.	0.40	226.00
3/13/18	PJG	0062	Email exchange A. Shapiro re: status of case (.3); email Committee re: updated [REDACTED] proposal and financing issues (.3); telephone call F. Gerber re: case issues (.5).	1.10	621.50
3/13/18	PJG	0055	Confer with B. Williams, J. Brown, K. Fackler, J. Dalberg re: case strategy and sale and plan process (.6); telephone call J. Chubak re: sale process (.2); research [REDACTED] (1.1); email M. Glade re: financial backup for [REDACTED] proposal (.2); email J. Chubak re: Armada (.2).	2.30	1,299.50
3/13/18	PJG	0060	Review liquidation analysis (.6); confer with B. Murphy re: liquidation analysis (.3).	0.90	508.50
3/13/18	PJG	0081	Review stay relief motion re: Orlando lease (.1); confer with H. Winsberg, M. Brooks re: Orlando lease status (.1).	0.20	113.00
3/13/18	JLRD	0060	E-correspondence with P. Gurfein regarding draft sale process discovery.	0.20	102.00
3/14/18	JLRD	0060	Review [REDACTED] proposal/term sheet.	0.20	102.00
3/14/18	PJG	0081	Review NY Landlord lease settlement order (.1); update Committee website re: lease settlement order (.7).	0.80	452.00
3/14/18	PJG	0055	Work on discovery issues (.9); confer with B. Murphy re: potential buyers (.3); review purchase proposal from [REDACTED] (.5); review status update information from Glass Ratner re: sale process (.2); review Teneo summary of [REDACTED] proposal (.1).	2.00	1,130.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 3/31/18

3/14/18	PJG	0062	Email memo to Committee re: sale update (.5); email exchange Committee members responding to inquiries re: sale process (.4); draft memo to Committee re: overview of case status and direction and alternatives (1).	1.90	1,073.50
3/14/18	EM	0081	Draft February 2018 interim fee request.	3.00	480.00
3/15/18	PJG	0062	Draft memo to Committee re: case status update, agenda for Committee call, and minutes of prior meeting (2.2); email to Committee re: upcoming Committee call (.1); email I. Jacobs responding to inquiries (.1).	2.40	1,356.00
3/15/18	PJG	0055	Emails B. Murphy re: sale status (.2); review term sheet from [REDACTED] (.2); review [REDACTED] follow-up funding letter (.1).	0.50	282.50
3/16/18	PJG	0062	Prep for Committee call (.6); participate in Equity Committee call (1.8); email exchanges Committee members re: follow-up to Committee call (.2).	2.60	1,469.00
3/19/18	PJG	0062	Memo to Committee re: case status, sale status, and analysis of term sheets.	0.90	508.50
3/19/18	PJG	0055	Review [REDACTED] term sheet (.2); research [REDACTED] and assessment of proposal (.4); telephone call J. Chubak re: sale and plan process (.2); telephone call H. Winsberg re: sale process (.2).	1.00	565.00
3/19/18	PJG	0057	Review and revise D&O draft letter.	1.00	565.00
3/19/18	JLRD	0060	Review e-mails and attachments from P. Gurfein, T. Kraus and A. Goodwin regarding update on sale process and [REDACTED] term sheet.	0.20	102.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 3/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
3/20/18	PJG	0062	Email memo to Committee re: revised [REDACTED] proposal.	0.20	113.00
3/20/18	PJG	0055	Email M. Glade re: revised [REDACTED] proposal; review revised [REDACTED] proposal.	0.30	169.50
3/20/18	JLRD	0060	Review e-mail and attachment from P. Gurfein regarding update on sale process; Armada bid.	0.10	51.00
3/21/18	PJG	0055	Email exchange with Financial Advisors re: status of negotiations with various potential buyers (.2); telephone call J. Chubak re: [REDACTED] and sale issues (.3).	0.50	282.50
3/21/18	PJG	0081	Email exchange M. Brooks re: Orlando lease issues (.2).	0.20	113.00
3/22/18	JLRD	0060	Conference with P. Gurfein regarding status of sale process and plan and disclosure statement issues.	0.30	153.00
3/22/18	JLRD	0060	Work on plan issues.	2.10	1,071.00
3/22/18	PJG	0081	Email S. Roach re: execution of amendment to confidentiality agreement.	0.10	56.50
3/22/18	PJG	0060	Confer with B. Murphy and J. deKoe re: liquidation analysis (.2); letter to A. Ettinger re: sale of artifacts (.2).	0.40	226.00
3/22/18	PJG	0062	Telephone call A. Shapiro re: sale and plan process and status (.3); email memo to Committee re: status of sale and plan process (1); email I. Jacobs responding to inquiries re: sale and plan process (.1); email Committee re: execution of amendment to confidentiality agreement (.2).	1.60	904.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 3/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
3/26/18	PJG	0081	Email S. Roach re: executed confidentiality agreement between Equity Committee and Debtors (.1).	0.10	56.50
3/26/18	PJG	0055	Telephone call S. Roach re: status of sale process (.1); telephone call J. Chubak re: sale process (.3); email J. Brown, B. Murphy re: status of sale process and views of Creditors Committee and of Debtors (.3).	0.70	395.50
3/26/18	PJG	0060	Confer with A. Ettinger re: liquidation of assets (.3); work on plan issues (1.1); confer with J. Dalberg re: plan issues (.2); review and comment on draft liquidation analysis (.3); confer with B. Murphy re: liquidation analysis (.2).	2.10	1,186.50
3/27/18	JLRD	0060	Work on plan issues.	2.60	1,326.00
3/27/18	JLRD	0060	Conference with P. Gurfein regarding Equity Committee plan concerns.	0.30	153.00
3/27/18	JLRD	0060	Telephone conference with P. Gurfein regarding plan mediation, strategy going forward.	0.30	153.00
3/27/18	PJG	0057	Review and revise draft letter re: status of D&O claim and factors respecting litigation (.6); email J. Brown and B. Miller re: revisions to D&O status letter (.1).	0.70	395.50
3/27/18	PJG	0060	Review liquidation of artifacts (.7); confer with B. Murphy re: valuation of artifacts (.2); work on plan issues (1.1).	2.00	1,130.00

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 3/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
3/28/18	JLRD	0060	E-correspondence with P. Gurfein regarding plan issues.	0.20	102.00
3/28/18	JLRD	0060	Work on plan analysis.	4.20	2,142.00
3/28/18	JLRD	0060	Conference with P. Gurfein regarding liquidation of assets.	0.30	153.00
3/28/18	PJG	0062	Memo to Committee re: case status and sale process (1.3); memo to Litigation Subcommittee of the Equity Committee re: D&O issues (.2).	1.50	847.50
3/28/18	PJG	0055	Confer with J. Chubak re: status of sale process, alternatives to sale process, and liquidation alternatives to whole company sale.	0.80	452.00
3/28/18	PJG	0060	Memo re plan alternative to sale process (1.1); review plan alternatives (.8).	1.90	1,073.50
3/29/18	JLRD	0060	Work on plan alternative issues.	4.40	2,244.00
3/29/18	JLRD	0060	E-correspondence with P. Gurfein regarding plan alternatives.	0.10	51.00
3/29/18	JLRD	0060	Revise draft Equity Committee liquidating plan.	0.90	459.00
3/29/18	JLRD	0060	Conference with P. Gurfein regarding plan and liquidation concerns.	0.30	153.00
3/29/18	PJG	0060	Work on plan process and analysis.	2.60	1,469.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 3/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
3/30/18	JLRD	0060	E-correspondence with P. Gurfein regarding plan alternatives.	0.20	102.00
3/30/18	JLRD	0060	Work on plan alternatives.	4.70	2,397.00
3/30/18	JLRD	0060	Work on plan alternatives.	3.70	1,887.00
3/31/18	JLRD	0060	Work on plan alternatives.	0.60	306.00
3/31/18	JLRD	0060	Work on plan alternatives.	1.10	561.00
Totals				82.50	\$43,780.50

Premier Exhibitions, Inc.

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Landau Gottfried & Berger

RMS Titanic, Inc.

TIMEKEEPER TIME SUMMARY THROUGH 3/31/18

Initials	Name	Hours	Rate	Amount
PJG	Gurfein	50.10	565.00	\$28,306.50
JLRD	Dalberg	29.40	510.00	\$14,994.00
EM	Meza	3.00	160.00	\$480.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FOR COSTS AND EXPENSES INCURRED THROUGH 3/31/18

Date	Description	Amount
3/1/18	Court Call with Judge Paul M. Glenn, Court Call (ID No.8798971).	\$30.00
3/31/18	JND Corporate Restructuring (Invoice No. 2382 – March services).	\$667.02

Total Costs & Expenses: \$697.02

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

TIME SUMMARY BY PHASE AND TASK THROUGH 3/31/18

		Hours	Amount
0055	Asset Disposition	14.70	8,305.50
0057	Asset Analysis and Recovery	3.20	1,808.00
0060	Chapter 11 Plan	41.50	21,830.50
0062	Committee Communications	17.10	9,661.50
0081	Case Administration	6.00	2,175.00

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Landau Gottfried & Berger LLP

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310-557-0050

Payment Remittance Address

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1801 Century Park East
Suite 700
Los Angeles, Ca. 90067

Premier Exhibitions, Inc.
Attn: Jessica Sanders, Vice President of Corporate
Affairs
3045 Kingston Court
Suite I
Norcross, GA 30071

Invoice Date
Submitted by
Direct Dial

5/15/18
Peter J. Gurfein
310-691-7374

RE: RMS Titanic, Inc.

Fees for Professional Services Rendered Through 4/30/18	\$29,564.00
Costs and Expenses Through 4/30/18	\$221.44
Total Amount of This Invoice	\$29,785.44

Invoice Date 5/15/18
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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 4/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
4/2/18	JLRD	0060	E -correspondence with P. Gurfein, A. Shapiro, B. Murphy regarding liquidation analysis, [REDACTED] letter of intent.	0.20	102.00
4/2/18	JLRD	0060	Review e-mail from A. Shapiro analyzing sale proposals.	0.20	102.00
4/2/18	PJG	0062	Email memo to Committee re: [REDACTED] proposal (.3); email memo to Committee re: letters of intent and liquidation issues (.4); confer with A. Shapiro re: equity interests in [REDACTED] transaction (.2); email memo to Committee re: sale process and alternatives (1.2).	2.10	1,186.50
4/2/18	PJG	0055	Review revised proposal from [REDACTED] (.6); email question to M. Glade re: [REDACTED] proposal (.1); email Committee professionals re: summary of [REDACTED] proposal (.1); draft questions for follow up to [REDACTED] proposal (.3); email H. Winsberg re: issues with [REDACTED] proposals (.4); telephone call H. Winsberg re: issues with sale proposals (.2); email Committee professionals re: questions about [REDACTED] proposal (.2).	1.90	1,073.50
4/2/18	PJG	0060	Work on plan and disclosure statement issues (4.1); review and revise proposed term sheet (.4); confer with B. Murphy re: liquidation analysis (.2); email Committee professionals re: plan and disclosure statement issues (.2).	4.90	2,768.50
4/4/18	PJG	0062	Memo to Committee re: status of sale process and analysis of proposals and alternatives (1.4).	1.40	791.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 4/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
4/4/18	PJG	0055	Review revised [REDACTED] proposal (.5); email J deKoe re: summary of [REDACTED] proposal (.1); confer with Committee's FA's re: valuing [REDACTED] proposal (.3); confer with J. Brown re: [REDACTED] proposal and response (.1).	1.00	565.00
4/5/18	PJG	0062	Telephone call A. Shapiro re case status and pending matters (.3); confer with I. Jacobs re pending matters (.1).	0.40	226.00
4/5/18	PJG	0057	Confer with potential contingency fee firm re: D&O claims (.5); confer with J. Brown re: D&O claims (.2).	0.70	395.50
4/5/18	PJG	0062	Telephone call A. Shapiro re: pending matters (.3).	0.30	169.50
4/6/18	JLRD	0060	E-correspondence with P. Gurfein, Committee members and I. Jacobs regarding analysis of [REDACTED] proposal and Committee call.	0.20	102.00
4/6/18	JLRD	0060	E-correspondence with P. Gurfein regarding [REDACTED] proposal and Committee meeting.	0.20	102.00
4/6/18	PJG	0057	Review and revise discovery in connection with estate causes of action (.6); email B. Miller re: D&O insurance coverage issues (.1).	0.70	395.50
4/6/18	PJG	0062	Email A. Shapiro re: communications from equity holders (.1); email I. Jacobs re: sale process (.2); email Committee re: subject matters for next Committee call (.3).	0.60	339.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 4/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
4/6/18	PJG	0055	Review further revised term sheet from [REDACTED] (.2); review mark-up of term sheet with equity committee comments and insert comments to letters of intent from Committee (1).	1.20	678.00
4/6/18	PJG	0060	Work on plan issues and review disclosure items (4.5).	4.50	2,542.50
4/7/18	JLRD	0060	E-correspondence with P. Gurfein and A. Shapiro regarding [REDACTED] proposal.	0.10	51.00
4/8/18	PJG	0055	Mark up [REDACTED] proposal with Committee comments and questions.	0.80	452.00
4/9/18	PJG	0055	Review further revised [REDACTED] proposal (.6); Email H. Winsberg re: Equity Committee comments and questions for Loongs (.2); email M. Glade re: questions re: [REDACTED] revised proposal (.2).	1.00	565.00
4/9/18	PJG	0062	Telephone call I. Jacobs re: case status (.4); email to Committee re: Equity Committee comments to [REDACTED] proposal (.2); draft agenda for Committee call (.4); draft minutes of 3/16 Committee call (.8); email memo to Committee re: committee call and case status (1); email Committee re: J. Henshall responses to financial information questions (.2).	3.00	1,695.00
4/9/18	PJG	0057	Review material re: D&O claims from Akerman (.2); confer with J. Meehan re: D&O coverage (.1).	0.30	169.50
4/9/18	PJG	0081	Review company's response to equity committee questions re: financial information (.2); court appearance (telephonic) re: Orlando lease stay relief motion (.8).	1.00	565.00

Invoice Date 5/15/18
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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 4/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
4/10/18	JLRD	0060	E-correspondence with P. Gurfein regarding markup of [REDACTED] term sheet and review same.	0.30	153.00
4/10/18	PJG	0060	Email exchange E. Moreno re: securities law issues on sale proposals and in plan (.4); email exchange W. Sullivan re: tax issues in sale process and plan (.4).	0.80	452.00
4/10/18	PJG	0081	Review stay relief draft order and comment on same (.1).	0.10	56.50
4/11/18	PJG	0057	Send markup of [REDACTED] proposal to H. Winsberg and M. Glade with Equity Committee comments (.4); confer with B. Murphy re: engaging with Debtors on sale and plan issues (.1).	0.50	282.50
4/12/18	PJG	0062	Email memo to Committee re: sale status and [REDACTED] proposal and analysis of financial information (.6); confer with Committee members re: follow up to [REDACTED] financial information (.2).	0.80	452.00
4/12/18	PJG	0055	Review revised [REDACTED] proposal and financial information (.5); confer with Committee financial advisors re: assessment of [REDACTED] financial information (.2).	0.70	395.50
4/13/18	PJG	0065	Finalize review and revisions to invoices in connection with March interim fee request (.9); letter to UST re: March interim fee request (.1); email J. Chubak and H. Winsberg re: interim fee request redactions (.1).	1.10	621.50
4/13/18	PJG	0062	Telephone call A. Shapiro re: witnesses re: D&O claims (.2); confer with I. Jacobs re: case status and sale issues (.5).	0.70	395.50

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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 4/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
4/13/18	PJG	0055	Telephone call J. Chubak re: sale issues (.2); telephone call H. Winsberg re: sale issues and [REDACTED] financials (.2).	0.40	226.00
4/13/18	EM	0081	Draft March 2018 interim fee request.	3.00	480.00
4/13/18	PJG	0057	Conference call J. Lamet and B. Miller re: D&O claims (1); confer with B. Miller re: potential witnesses in connection with D&O claims (.2).	1.20	678.00
4/15/18	PJG	0055	Telephone call J. Chubak re: [REDACTED] contacts with Committee (.1); email A. Shapiro re: Committee issues and [REDACTED] contacts (.1); email H. Winsberg re: Committee contacts and [REDACTED] (.1).	0.30	169.50
4/17/18	JLRD	0060	E-correspondence with W. Sullivan, tax counsel, regarding his comments to disclosure statement.	0.10	51.00
4/17/18	JLRD	0060	Review comments of tax counsel to disclosure statement.	0.50	255.00
4/17/18	JLRD	0060	Review e-mails from P. Gurfein, I. Jacobs, F. Gerber, A. Shapiro regarding sale process; actions of [REDACTED] and strategies in response to same.	0.20	102.00
4/17/18	JLRD	0060	Review e-memorandum from P. Gurfein regarding update on sale process, including efforts of [REDACTED] to solicit unsecured Committee support.	0.10	51.00
4/17/18	PJG	0060	Review email memo and mark-up input from W. Sullivan re: tax consequences of sale and plan issues (.8).	0.80	452.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 4/30/18

Date	Init	Task	Description of Work Performed	Hours	Amount
4/17/18	PJG	0062	Memo to Committee re: case status and sale process updates (1.4); telephone call A. Shapiro re: status (.2); telephone call I. Jacobs re: status (.3).	1.90	1,073.50
4/17/18	PJG	0055	Telephone calls J. Chubak re: sale process (.2); telephone call H. Winsberg re: [REDACTED] contacts with Committees (.2).	0.40	226.00
4/18/18	PJG	0062	Email memo to Committee re: analysis of bids received by Debtors (.9); email to Committee re: assessment of financial information received from [REDACTED] (.1); email exchanges with Committee members re: financial information from bidders (.2).	1.20	678.00
4/18/18	PJG	0055	Review revised [REDACTED] offer (.4); confer with committee's Financial Advisors re analysis of [REDACTED] offer (.2); research issues pertaining to chilling the bid at auction (1.2); research issues re Atty. client privilege (.6); email M. Glade re Loongs Financial information (.1); review summary analysis of pending offers prepared by committee's Financial Advisors (.4); telephone call with J. Chubak re bid issues (.1); confer with Financial Advisors re [REDACTED] Financial information (.2); mark up the [REDACTED] offer with equity committee comments (.7); email to H. Winsberg and M. Glade re equity committee markup and comments to [REDACTED] April 18 term sheet (.1).	4.00	2,260.00
4/19/18	PJG	0057	Review email memo form R. Charboneau re: D&O claims (.3); email J. Brown, B. Miller re: assessment of D&O claims (.1); review memo re: analysis of D&O claims (.4).	0.80	452.00
4/19/18	PJG	0055	Confer with B. Murphy re: liquidation analysis (.2); confer with A. Ettinger re: analysis of liquidation value (.1).	0.30	169.50

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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 4/30/18

Date	Init	Task	Description of Work Performed	Hours	Amount
4/19/18	PJG	0081	Review report re: venue revenue (.2); confer with B. Murphy re: venue revenue report (.1); review March hour detail for Teneo (.1).	0.40	226.00
4/20/18	PJG	0081	Review Premier March financials and email FA's re: same (.1); work on liquidation analysis from sale process (1); email J. Brown, B. Miller re: retention of counsel (.2).	1.30	734.50
4/23/18	JLRD	0060	E-correspondence with P. Gurfein and T. Kraus regarding sale process, Debtor's decision not to designate as stalking horse bidder and latest [REDACTED] offer.	0.20	102.00
4/23/18	PJG	0062	Memo to Committee re summaries of sale proposals and responding to inquiries re: sale proposals (.8).	0.80	452.00
4/23/18	PJG	0062	Email Committee re: sale proposals analysis (.5); email memo to Committee re: [REDACTED] proposal and financials (.4); email Committee re: [REDACTED] revised proposal (.2); Committee memo re: derivative standing (.8).	1.90	1,073.50
4/23/18	PJG	0055	Email exchange B. Murphy re: [REDACTED] proposal and board direction (.2); telephone call H. Winsberg re: [REDACTED] proposal (.2); review [REDACTED] revised proposal and financial info (.7); confer with Committee's FAs re: [REDACTED] 10-k (.2); email FAs re: cash flow budget (.1); review revised proposal from [REDACTED] (.4); confer with A. Ettinger re: liquidation values (.2).	2.00	1,130.00
4/26/18	PJG	0055	Email exchange I. Jacobs re: sale process questions; email J. Feldsher re: Apollo confidentiality agreement.	0.10	56.50
4/26/18	PJG	0055	Telephone call S. Roach re: sale process (.3).	0.30	169.50
4/27/18	PJG	0057	Review and revise draft demand letter re: D&O claims and derivative standing.	0.80	452.00
Totals				54.70	\$29,564.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

TIMEKEEPER TIME SUMMARY THROUGH 4/30/18

Initials	Name	Hours	Rate	Amount
PJG	Gurfein	49.40	565.00	\$27,911.00
JLRD	Dalberg	2.30	510.00	\$1,173.00
EM	Meza	3.00	160.00	\$480.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

FOR COSTS AND EXPENSES INCURRED THROUGH 4/30/18

Date	Description	Amount
4/9/18	Court Call with Judge Paul M. Glenn, Court Call (ID No. 8958341).	\$37.00
4/30/18	JND Corporate Restructuring (Invoice No. 2420 – April services).	\$184.44

Total Costs & Expenses: \$221.44

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

TIME SUMMARY BY PHASE AND TASK THROUGH 4/30/18

		Hours	Amount
0055	Asset Disposition	14.40	\$8,136.00
0057	Asset Analysis and Recovery	5.00	\$2,825.00
0060	Chapter 11 Plan	13.30	\$7,388.00
0062	Committee Communications	15.10	\$8,531.50
0065	Employment and Fee Application	1.10	621.50
0081	Case Administration	5.80	\$2,062.00

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Suite 700
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310-557-0050

Payment Remittance Address

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Premier Exhibitions, Inc.
Attn: Jessica Sanders, Vice President of Corporate
Affairs
3045 Kingston Court
Suite I
Norcross, GA 30071

Invoice Date
Submitted by
Direct Dial

6/15/18
Peter J. Gurfein
310-691-7374

RE: RMS Titanic, Inc.

Fees for Professional Services Rendered Through 5/31/18	\$43,810.50
Costs and Expenses Through 5/31/18	\$216.66
Total Amount of This Invoice	\$44,027.16

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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 5/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
5/1/18	PJG	0081	Review article re: Titanic exploration and email to B. Wainger and H. Winsberg re: same (.1).	0.10	56.50
5/1/18	PJG	0062	Memo to Committee re: sale process, case status update, and derivative standing demand.	0.90	508.50
5/1/18	PJG	0057	Review draft letter to H. Winsberg re: D&O claims and derivative standing and revise same (1.1); confer with J. Brown re: revisions to D&O demand letter (.2); incorporate further revisions to D&O demand letter re: derivative standing (.6); email H. Winsberg re: derivative standing demand letter (.1); telephone call (v-mail) H. Winsberg re: derivative standing letter (.1); telephone call J. Chubak re: derivative standing demand letter (.1).	2.20	1,243.00
5/1/18	PJG	0055	Telephone call H. Winsberg re: sale process and case status (.2); email Lincoln International re: sale process (.2); telephone call J. Brown re: sale process, case status, and D&O recoveries (.1).	0.50	282.50
5/2/18	PJG	0057	Review and revise draft motion re: derivative standing.	1.30	734.50
5/2/18	PJG	0060	Review declaration from A. Ettinger re: Guernsey's retention (.4); confer with J. Brown re: plan structure (.2).	0.60	339.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 5/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
5/4/18	PJG	0062	Email memo to Committee re: [REDACTED] offer and status of sale process.	0.90	508.50
5/4/18	PJG	0057	Review and revise draft motion for derivative standing to pursue D&O claims (1.4).	1.40	791.00
5/4/18	PJG	0062	Email memo to Committee re: status of [REDACTED] offer and sale status in general (.7); review proposals with A. Shapiro from [REDACTED] and [REDACTED] (.4); email Lincoln re: issues raised by Committee re: [REDACTED] proposal (.2).	1.30	734.50
5/4/18	PJG	0055	Review revised proposal from [REDACTED] (.6); email B Murphy re: sale status and proposal from [REDACTED] (.1); email Debtors' professionals re: proposal from [REDACTED] (.2); email H. Winsberg re: response to [REDACTED] proposal and review same (.6); email Committee's FAs re: [REDACTED] proposal (.2).	1.70	960.50
5/7/18	PJG	0062	Email exchanges with members of Committee re: sale proposals under consideration.	0.30	169.50
5/7/18	PJG	0060	Review tax issues memo from W. Sullivan re: tax issues in plan and disclosure statement (.5).	0.50	282.50
5/8/18	PJG	0062	Memo to Committee re: sale status and case status (1.4); email exchanges with Committee members re: status of sale process and case (.1).	1.50	847.50

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 5/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
5/8/18	PJG	0055	Telephone call H. Winsberg re: sale process status.	0.10	56.50
5/8/18	PJG	0057	Confer with J. Brown re: derivative standing motion (.2).	0.20	113.00
5/9/18	JLRD	0060	Telephone conference with P. Gurfein regarding plan, conference call with Equity Committee and professionals.	0.10	51.00
5/9/18	JLRD	0060	E-correspondence with P. Gurfein and J. Heller and conference with P. Gurfein regarding Equity Committee conference call on plan status.	0.10	51.00
5/9/18	PJG	0062	Draft minutes from 4/18/18 Committee call (.6); draft agenda for Committee call 5/10/18 (.4); email memo to Committee re: 5/9/18 Committee call (.3); email Special Litigation Subcommittee of the Equity Committee re: contingency fee counsel (.4); email exchanges with Special Committee members re: contingency fee counsel contract (.1); confer with B. Murphy re: financial report to Committee (.2).	2.00	1,130.00
5/10/18	JLRD	0060	Attend telephonic meeting of Equity Committee and professionals regarding status of case, Equity Committee Plan and related matters.	1.10	561.00
5/10/18	PJG	0055	Email and v-mail H. Winsberg re: sale status (.1); v-mail T. Skillman re: inquiry respecting sale process (.1); email B. Murphy re: sale status issues (.1).	0.30	169.50

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 5/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
5/10/18	PJG	0081	Review Debtors' written responses to inquiries re: Debtors' finances (.3).	0.30	169.50
5/10/18	PJG	0057	Review email response from H. Winsberg to demand for D&O standing including analysis of case law (.8); email J. Brown, B. Miller, J. Lamet re: assessment of response to derivative standing demand from H. Winsberg (.2); confer with K. Fackler re: analysis of case law re: derivative standing (.1); further review and revision to derivative standing motion (1); confer with K. Fackler and R. Charbonneau re: retention for D&O litigation (.2).	2.30	1,299.50
5/10/18	PJG	0062	Prep for Committee call (.8); attend Committee call (1.2); email A. Shapiro re: inquiries with Daoping Bao re: [REDACTED] proposal (.1).	2.10	1,186.50
5/11/18	PJG	0062	Email Committee re: derivative standing motion and status of sale negotiations and sale process.	0.80	452.00
5/11/18	PJG	0057	Email exchange R. Charbonneau re: retention agreement and filing of application to retain Agentis (.2); review and revise draft motion for derivative standing (1.4).	1.60	904.00
5/11/18	PJG	0055	Telephone call T. Skillman re: status of sale process (.2); email H. Winsberg re: status of sale process and conversation with T. Skillman (.1).	0.30	169.50
5/11/18	JLRD	0060	Review e-memorandum from P. Gurfein summarizing status of sale process.	0.10	51.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 5/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
5/14/18	EM	0081	Draft April 2018 interim fee request.	2.50	400.00
5/14/18	PJG	0062	Email exchanges with Committee members re: terms of retention of Agentic as contingency fee counsel.	0.30	169.50
5/14/18	PJG	0057	Confer with J. Brown re: contingency fee counsel (.4); review and finalize retention application and certification of necessity and email same to J. Brown for final review (.7); telephone call (v-mail) H. Winsberg re: filing application for retention of contingency fee counsel (.1).	1.20	678.00
5/14/18	PJG	0060	Email J. Brown, B. Murphy, re: plan and disclosure statement outline (.4); work on outline of plan and disclosure issues (2.2).	2.60	1,469.00
5/15/18	PJG	0060	Work on litigating trust agreement (1.7); email exchange E. Moreno and W. Sullivan re: tax and securities law issues re: chapter 11 plan (.3).	2.00	1,130.00
5/15/18	PJG	0057	Review draft pleadings and assessment of legal issues re: derivative standing (1); conference call J. Chubak, J. Brown re: retention of contingency fee counsel (.1).	1.10	621.50
5/16/18	PJG	0062	Telephone call A. Shapiro re: case status (.2); email exchanges with Committee members re: case status (.2).	0.40	226.00
5/16/18	JLRD	0060	Review Debtor's termsheet for [REDACTED] sale.	0.30	153.00
5/16/18	JLRD	0060	E-correspondence with P. Gurfein regarding Debtor's term sheet for [REDACTED].	0.20	102.00
5/16/18	JLRD	0060	Review e-correspondence from P. Gurfein and J. Brown regarding markup of Equity Committee plan and disclosure statement and review same.	0.40	204.00

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 5/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
5/16/18	PJG	0055	Email S. Roach re: sale issues (.1); review revised [REDACTED] term sheet (.2); confer with financial advisors re: term sheet (.2).	0.50	282.50
5/16/18	PJG	0060	Confer with J. Brown re: plan and case status (.1); review markup of plan from W. Sullivan re: tax issues (.4); review disclosure statement mark-up re: tax issues (.4); review Teneo distribution analysis (.2); confer with J. deKoe re: distribution analysis (.2); work on Plan draft (1.6); work on Disclosure Statement draft (2.1); email J. Brown re: further issues re: Plan and Disclosure Statement (.1).	5.10	2,881.50
5/17/18	PJG	0062	Email exchanges with Committee members re: derivative standing motion, summary of [REDACTED] terms, and case status.	0.30	169.50
5/17/18	PJG	0060	Work on plan draft (2.8); research plan issues (.9); work on disclosure statement draft (3.1); review case history and financing issues for disclosure statement (.6); review revised tax discussion for disclosure statement (.2); research voting issues under plan (.4); confer with J. Brown re: plan procedural issues (.3).	8.30	4,689.50
5/18/18	PJG	0060	Telephone call J. Brown re: plan issues (.2); review J. Henshall claims analysis in connection with plan issues (.3); email B. Murphy re: J. Henshall claims analysis (.1); confer with W. Sullivan re: plan tax issues (.3); review tax provisions of plan and conform to issues discussed with W. Sullivan (.8); confer with Committee's FAs re: cash flow issues (.2).	1.90	1,073.50
5/18/18	JLRD	0060	Conference with P. Gurfein regarding plan.	0.30	153.00
5/21/18	JLRD	0060	E-correspondence with P. Gurfein regarding treatment of secured claims in Equity Committee plan and review plan provisions regarding same.	0.50	255.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 5/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
5/21/18	PJG	0081	Draft limited opposition to Euclid Trustee Motion (.8).	0.80	452.00
5/21/18	PJG	0057	Review opposition of Creditors Committee to Derivative Standing motion (.4); email R. Charbonneau re: Creditors Committee opposition (.1); review Debtors' opposition to derivative standing motion (.6); email R. Charbonneau re: Debtors' opposition to derivative standing motion (.1); confer with J. Brown re: opposition to derivative standing motion (.2); confer with B. Miller to opposition to Derivate Standing Motion (.2); confer with R. Charbonneau re: response to opposition to Derivative Standing motion (.2).	1.80	1,017.00
5/21/18	PJG	0060	Work on Plan draft (1.5); work on disclosure statement draft (1.6); confer with B. Murphy re: revisions to liquidation analysis (.2).	3.30	1,864.50
5/22/18	PJG	0062	Telephone call J. Brown and R. Charbonneau re: derivative standing motion settlement (.4); conference call M. Brooks, S. Roach, R. Charbonneau, J. Brown re: consensual resolution of the derivative standing motion (.8); telephone call J. Chubak re: derivative standing motion (.1); review and revise draft form of order settling derivative standing motion (.3); confer with S. Roach, M. Brooks, J. Chubak, R. Charbonneau re: resolution of derivative standing motion (.4); prepare outline of argument for hearing re: derivative standing motion (.8).	2.80	1,582.00
5/23/18	PJG	0062	Email Committee re: results of derivative standing motion (.2).	0.20	113.00
5/23/18	PJG	0081	Review analysis of Monthly Operating reports (.4); confer with Lincoln re: DIP requirements per MORs (.2).	0.60	339.00
5/23/18	PJG	0057	Review revised derivative standing hearing argument outline (.3); confer with J. Brown re: derivative standing hearing (.2); email exchanges re: draft complaint (.3); attend hearing (telephonic) re: derivative standing motion (1.2); confer with J. Brown re: final form of order (.2).	2.20	1,243.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 5/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
5/24/18	PJG	0057	Review and comment on Debtors and Creditors Committee markup of proposed form of order re: derivative standing (.2); email exchanges with Debtors re: form of Derivative Standing order (.2); conference call Creditors Committee, Equity Committee and Debtors' counsel negotiating form of derivative standing order (.5); review draft email to chambers re: competing orders re: derivative standing (.3); email exchange M. Brooks re: avoidance actions (.1); telephone call J. Chubak re: avoidance actions (.1); final draft of form of order and email to chambers re: derivative standing order (.3).	1.70	960.50
5/25/18	PJG	0062	Email memo to Committee re: entry of derivative standing order (.1); upload entry to Committee website re: entry derivative standing order (.1).	0.20	113.00
5/25/18	PJG	0057	Email to H. Winsberg re: derivative standing motion meet and confer re: order (.1); conference call M. Brooks, S. Roach, J. Chubak re: Derivative Standing Order (.5); review entered order re: derivative standing (.1).	0.70	395.50
5/25/18	PJG	0070	Review revised Liquidation Analysis (.2); revise Disclosure Statement re: financial information (.5).	0.70	395.50
5/26/18	PJG	0062	Draft Notice to District Court of filing of Equity Committee plan and disclosure statement.	1.90	1,073.50
5/30/18	PJG	0081	Confer with J. Brown re: filing of Plan and Disclosure Statement (.2); review markup of District Court Notice (.2); review and markup revised Disclosure Statement (.8); review proposal for CRO and Liquidating Trustee (.4); email Committee financial advisors re: liquidation analysis and CRO issues (.2); review plan (1.1); confer with J. Brown re: filing of plan and disclosure statement (.1).	3.00	1,695.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 5/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
5/30/18	JLRD	0060	Review e-correspondence between P. Gurfein and J. Brown regarding motion to intervene in District Court.	0.10	51.00
5/30/18	JLRD	0060	Conference with P. Gurfein regarding motion to intervene in district court; strategy with respect to same.	0.10	51.00
5/31/18	JLRD	0060	Conference with P. Gurfein regarding comments to plan.	0.20	102.00
5/31/18	JLRD	0060	E-mail to P. Gurfein regarding comments to Equity Committee plan.	0.10	51.00
5/31/18	JLRD	0060	Review current drafts of Equity Committee's plan and disclosure statement.	1.20	612.00
5/31/18	PJG	0060	Email exchange K. Fackler re: exhibits to Plan (.3); telephone call A. Ettinger re: execution of declaration re: retention of Guernsey's (.1); final preparation of Plan (1.1); final preparation of disclosure statement (2.1); conference call J. Brown, K. Fackler finalizing plan (.6) and disclosure statement (.8); work on Notice to District Court of filing of plan and disclosure statement (.3); confer with A. Shapiro re: retention of Guernsey's and filing of plan (.1); retention agreement exhibit to declaration of A. Ettinger (.2); review engagement letter from Guernsey's (.1).	5.70	3,220.50
Totals				79.80	\$43,810.50

Invoice Date 6/15/18

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

TIMEKEEPER TIME SUMMARY THROUGH 5/31/18

Initials	Name	Hours	Rate	Amount
PJG	Gurfein	72.50	565.00	\$40,962.50
JLRD	Dalberg	4.80	510.00	\$2,448.00
EM	Meza	2.50	160.00	\$400.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FOR COSTS AND EXPENSES INCURRED THROUGH 5/31/18

Date	Description	Amount
5/31/18	JND Corporate Restructuring (Invoice No. 2458 – May services).	\$216.66

Total Costs & Expenses: \$216.66

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

TIME SUMMARY BY PHASE AND TASK THROUGH 5/31/18

		Hours	Amount
0055	Asset Disposition	3.40	1,921.00
0057	Asset Analysis and Recovery	17.70	10,000.50
0060	Chapter 11 Plan	38.50	21,488.50
0062	Committee Communications	14.00	7,910.00
0070	Litigation/Adversary Proceeding	1.90	1,073.50
0081	Case Administration	4.30	1,417.00

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Premier Exhibitions, Inc.
Attn: Jessica Sanders, Vice President of Corporate
Affairs
3045 Kingston Court
Suite I
Norcross, GA 30071

Invoice Date
Submitted by
Direct Dial

7/16/18
Peter J. Gurfein
310-691-7374

RE: RMS Titanic, Inc.

Fees for Professional Services Rendered Through 6/30/18	\$60,339.00
Travel Time (Not Charged to Estate)	-\$11,582.50
Costs and Expenses Through 6/30/18	\$1,894.61
Total Amount of This Invoice	\$50,651.11

Invoice Date 7/16/18

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 6/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
6/1/18	JLRD	0060	Conference with P. Gurfein regarding plan termsheet.	0.20	102.00
6/1/18	JLRD	0060	E-correspondence with P. Gurfein, J. Brown and A. Shapiro regarding plan term sheet.	0.50	255.00
6/1/18	PJG	0070	Work on limited opposition to Euclid trustee Motion.	1.00	565.00
6/1/18	PJG	0062	Email Committee re: filing of plan and disclosure statement (.4); confer with A. Shapiro re: filing of plan and disclosure statement (.1).	0.50	282.50
6/1/18	PJG	0060	Work on final revisions to Equity Committee Chapter 11 Plan (3.4); work on finalizing Equity Committee Disclosure Statement (2.8); work on issues pertaining to noticing District Court of plan and disclosure statement (.5); telephone call (v-mail) and email H. Winsberg re: filing of Equity Committee plan (.1); telephone call J. Chubak re: filing of Equity Committee Chapter 11 plan (.2); telephone call M. Brooks re: filing of Equity Committee Chapter 11 plan (.1); telephone call B. Wainger re: filing of Equity Committee Chapter 11 plan and notice to District Court (.3); telephone call H. Siegel re: filing of Equity Committee plan (.1); email exchange Guernsey's re: auction issues in plan and filing of plan (.2); conference call J. Brown, B. Williams, B. Murphy re: plan and liquidating trust (.6); letter to B. Wainger re: filing of plan and disclosure statement and agreement re: notice to District Court Judge Smith (.8).	9.10	5,141.50
6/3/18	PJG	0060	Telephone call H. Siegel re: Equity Committee plan and Euclid Trustee Motion.	0.40	226.00

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 6/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
6/4/18	PJG	0062	Email A. Shapiro re: status of plan filing (.2); email Committee memo re: case update and plan filing (.8).	1.00	565.00
6/4/18	PJG	0060	Notice to Committee website re: filing of plan and disclosure statement (.8); telephone call and email A. Ettinger re: filing of Equity Committee plan and disclosure statement (.1).	0.90	508.50
6/5/18	JLRD	0060	Conference with P. Gurfein regarding District Court strategy.	0.20	102.00
6/5/18	JLRD	0060	Review e-mail and attachment from P. Gurfein regarding District Court, strategy with respect to Debtors' proposed sale.	0.20	102.00
6/5/18	PJG	0455	Travel to Florida for hearing re: Euclid Trustee Motion.	7.50	4,237.50
6/5/18	PJG	0070	Organize files for Euclid trustee motion argument and prepare argument (1.4).	1.40	791.00
6/5/18	PJG	0070	Review filed complaint re: D&O claims (.6); draft update for website on filing of D&O adversary proceeding (.3).	0.90	508.50
6/5/18	PJG	0062	Email Committee re: filing of D&O adversary proceeding (.5); telephone call I. Jacobs re: case status update (.2); confer with A. Shapiro re: case status and equity holder issues (.2).	0.90	508.50
6/6/18	PJG	0062	Email A. Shapiro re: website updates and communications with equity holders (.3); email Committee re: Debtors' opposition to Trustee motion and term sheet for sale of company to [REDACTED] [REDACTED] (.7).	1.00	565.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 6/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
6/6/18	PJG	0070	Review Debtors' opposition and arguments re: appointment of Trustee including [REDACTED] term sheet exhibit to opposition and review legal arguments and research same (4.6); prep for argument re: Trustee motion (.6); confer with J. Brown re: trustee motion and arguments (.2); confer with H. Siegel re: trustee motion (.3).	5.70	3,220.50
6/6/18	PJG	0455	Travel to Jacksonville for hearing re: Euclid Trustee Motion.	3.00	1,695.00
6/7/18	JLRD	0060	Review e- correspondence from P. Gurfein regarding hearing on Euclid Trustee motion.	0.20	102.00
6/7/18	PJG	0060	Telephone call K. Jorrie re: AEG treatment under Equity Committee plan.	0.30	169.50
6/7/18	PJG	0455	Travel: Jacksonville to Los Angeles returning from hearing re: Euclid Trustee Motion.	10.00	5,650.00
6/7/18	PJG	0062	Memo to Committee re: hearing on Euclid Trustee motion, Debtors' sale motion, and case update (2.1); email A. Shapiro re: equity holder inquiries re: sale motion and Trustee motion (.2).	2.30	1,299.50
6/7/18	PJG	0081	Finalize argument re: Euclid Trustee Motion (1); confer with J. Brown re Euclid Trustee motion argument (.3); attend Court hearing re: Euclid Trustee motion (2.6).	3.90	2,203.50
6/8/18	PJG	0081	Email M. Brooks and R. Charbonneau re: stay of adversary proceeding.	0.10	56.50
6/8/18	PJG	0062	Email exchange A. Shapiro re: equity inquiries and financing issues (.1).	0.10	56.50

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 6/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
6/8/18	PJG	0060	Conference call B. Murphy, B. Williams, J. Brown re: plan and disclosure statement issues (.6); email exchange B. Murphy re: financing under Equity Committee plan (.2); telephone call H. Siegel re: Equity Committee plan issues (.4); email exchange B. Wainger re: insert to periodic report re: Equity Committee plan (.4); telephone call B. Sheehy re: financing plan issues (.2).	1.80	1,017.00
6/10/18	PJG	0060	Email exchanges B. Sheehy re: financing alternatives.	0.10	56.50
6/11/18	PJG	0060	Email Glass Ratner and Debtors re: access to data room for potential funding sources (.2); emails and telephone call B. Sheehy re: due diligence and access to data room (.3); confer with J. Chubak re: plan and case status (.5); email and v-mails H. Winsberg re: access to data room for potential funding sources (.2); telephone call J. Brown re: case update (.2); confer with B. Wainger re: inserts to periodic report (.4).	1.80	1,017.00
6/12/18	PJG	0062	Telephone call J. Heller re: case status (.2); memo to Committee re: case status update (.7).	0.90	508.50
6/12/18	PJG	0060	Email and v-mail H. Winsberg re: access to data room for potential funding sources (.1); telephone call with H. Winsberg re: NDA for access to data room by potential funding source (.1); confer with J. Brown re: plan issues (.1); email exchange W. Sullivan and E. Moreno re: liquidating trust certificates (.2)., research re: [REDACTED] (1.1).	1.60	904.00
6/13/18	PJG	0055	Review and revise subpoenas re: document production relating to sale process.	1.00	565.00
6/13/18	PJG	0060	Email exchange with potential funding source re: exit financing (.2); emails M. Glade, H. Winsberg, McCaleb re: NDAs for funding sources (.3); email exchange B. Murphy and B. Williams re: CRO and liquidating trustee (.2).	0.70	395.50

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 6/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
6/13/18	JLRD	0060	E-correspondence and conference with P. Gurfein regarding Equity Committee plan.	0.30	153.00
6/14/18	EM	0081	Draft May 2018 interim fee request.	2.50	400.00
6/14/18	JLRD	0060	E-correspondence with P. Gurfein and E. Moreno regarding certificates of interest in liquidating trust to be established under Equity Committee Plan.	0.10	51.00
6/14/18	JLRD	0060	Review agenda for Equity Committee conference call received from P. Gurfein and comments regarding same from Committee chair.	0.20	102.00
6/14/18	PJG	0062	Draft minutes for May 10 Committee meeting (.8); draft agenda for June 15 Committee meeting (.4); email Committee re: case status update including sale motion and plan issues (2.1).	3.30	1,864.50
6/14/18	PJG	0081	Review Orlando lease settlement (.3); review summary of Orlando lease settlement from Teneo (.1).	0.40	226.00
6/14/18	PJG	0055	Research issues re: [REDACTED].	3.20	1,808.00
6/15/18	PJG	0055	Review and analysis of Debtors' sale motion, asset purchase agreement, and related filings.	3.20	1,808.00
6/15/18	PJG	0062	Prep for Committee call (.6); Committee call (1.4); telephone call A. Shapiro re: follow-up to Committee meeting (.1); email memo to Committee re: Debtors' sale motion (1.3).	3.40	1,921.00
6/15/18	PJG	0060	Confer with E. Moreno re: liquidating trust and trust certificates (.2); email E. Moreno re: securities law issues (.2).	0.40	226.00
6/15/18	JLRD	0060	Review Debtors' sale motion.	0.40	204.00
6/19/18	PJG	0061	Finalize objection to PacBridge claim.	1.00	565.00

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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 6/30/18

Date	Init	Task	Description of Work Performed	Hours	Amount
6/19/18	PJG	0055	Review and revise draft document production requests (1); research [REDACTED] (1.3); telephone call J. Chubak re: sale issues and plan issues related to sale (.3); email B. Murphy re: [REDACTED] interests in assets (.1).	2.70	1,525.50
6/20/18	PJG	0062	Email memo to Committee re: sale and plan update and status.	0.60	339.00
6/20/18	PJG	0055	Confer with K. Fackler re: shorten time for discovery re: sale motion (.2); email H. Winsberg re: Sellers' Disclosure Letter (.1).	0.30	169.50
6/20/18	JLRD	0060	Review e-memo from P. Gurfein regarding status of Equity Committee's plan and disclosure statement - court has set hearing on same; status of Debtors' sale motion and status of anticipated Creditors Committee plan.	0.20	102.00
6/22/18	PJG	0055	Confer with K. Fackler and J. Meehan re: finalizing document requests re: sale motion (1); outline issues for review of Glass Ratner sale efforts (.5); email J. Chubak re: Committee sale issues and plan issues (.2).	1.70	960.50
6/22/18	PJG	0062	Email memo to Committee re: sale and plan updates and Committee meeting issues.	0.60	339.00
6/25/18	PJG	0060	Confer with H. Siegel re: plan issues and sale motion (.6); confer with J. Brown re: response to sale motion (.2); outline response to sale motion (1.3); email exchange M. Brooks re: discovery (.1); research [REDACTED] (2.6); prep for call with Debtors and stalking horse counsel re: discovery (.4).	5.30	2,994.50
6/25/18	JLRD	0060	Conference with P. Gurfein regarding status of case and Equity Committee's opposition to the Debtors' sale motion.	0.30	153.00
6/25/18	JLRD	0060	Research regarding opposition of Equity Committee to Debtors' sale motion.	1.30	663.00

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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 6/30/18

Date	Init	Task	Description of Work Performed	Hours	Amount
6/26/18	PJG	0055	Conference call to Debtors, Stalking Horse purchasers, Secured Creditors, and Equity Committee counsel re: discovery requests (.8); confer with J. Brown re: responding to discovery objections (.1); work on revisions to subpoenas (1).	1.90	1,073.50
6/26/18	JLRD	0060	E-correspondence with P. Gurfein regarding opposition to Debtor's sale motion.	0.20	102.00
6/27/18	JLRD	0060	Research regarding opposition to Debtors' sale motion.	1.80	918.00
6/27/18	PJG	0055	Further revisions to document requests (.7); email exchange M. Brooks re: discovery (.1); confer with J. Brown re: revised document requests (.1); email M. Brooks, H. Winsberg, S. Grossman, J. Feldsher re: revised subpoenas and document requests (.2).	1.10	621.50
6/27/18	PJG	0060	Research [REDACTED] (2.2); email B. Williams and B. Murphy re: financing issues (.1).	2.30	1,299.50
6/28/18	PJG	0062	Draft minutes of June 15 Committee meeting (.9); draft agenda for June 29 Committee call (.5); email memo to Committee re: case status update (.9).	2.30	1,299.50
6/28/18	PJG	0060	Conference call B. Murphy, B. Williams, J. Brown re: disclosure statement and plan updates and additional revisions (.5); telephone call J. Chubak re: plan and sale issues (.2).	0.70	395.50
6/28/18	JLRD	0060	Review e-mail from P. Gurfein regarding anticipated Creditors Committee plan and related issues.	0.10	51.00
6/29/18	PJG	0081	Review court ruling re: Euclid trustee motion.	0.10	56.50
6/29/18	PJG	0061	Review Debtors' omnibus claims objection (.2).	0.20	113.00
6/29/18	PJG	0060	Telephone call A. Ettinger re: sale of artifacts (.2); analysis of PEM and AEG interests re: plan treatment (.5); email Committee re: UCC Plan (.2).	0.90	508.50
6/29/18	PJG	0062	Confer with A. Shapiro re: responding to inquiries from equity holders re: plan and sale (.2); prep for Committee call (.4); attend Committee call (1.4).	2.00	1,130.00

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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 6/30/18

Date	Init	Task	Description of Work Performed	Hours	Amount
6/29/18	JLRD	0060	E-correspondence from P. Gurfein regarding court's order on Euclid Trustee motion.	0.10	51.00
6/30/18	PJG	0062	Memo to Committee re: analysis of UCC plan and disclosure statement.	1.80	1,017.00
6/30/18	PJG	0060	Review and analysis of UCC plan and disclosure statement.	3.10	1,751.50
Totals				88.70	\$48,756.50

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

TIMEKEEPER TIME SUMMARY THROUGH 6/30/18

Initials	Name	Hours	Rate	Amount
PJG	Gurfein	79.90	565.00	\$45,143.50
JLRD	Dalberg	6.30	510.00	\$3,213.00
EM	Meza	2.50	160.00	\$400.00

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FOR COSTS AND EXPENSES INCURRED THROUGH 6/30/18

Date	Description	Amount
6/5/18	Travel: Airfare and Hotel – Jacksonville hearing re Motion to Appoint Trustee.	\$1,171.07
6/7/18	Transportation and Meals – Jacksonville hearing re Motion to Appoint Trustee.	\$254.34
6/30/18	JND Corporate Restructuring (Invoice No. 2502 – June services).	\$469.20
Total Costs & Expenses:		\$1,894.61

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RMS Titanic, Inc.

TIME SUMMARY BY PHASE AND TASK THROUGH 6/30/18

		Hours	Amount
0055	Asset Disposition	15.10	8,531.50
0060	Chapter 11 Plan	35.70	19,824.00
0061	Claims Administration & Objection	1.20	678.00
0062	Committee Communications	20.70	11,695.50
0070	Litigation/Adversary Proceeding	9.00	5,085.00
0081	Case Administration	7.00	2,942.50
0455	Travel	20.50	11,582.50

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Billing Inquiries:

310-557-0050

Payment Remittance Address

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Suite 700
Los Angeles, Ca. 90067

Premier Exhibitions, Inc.
Attn: Jessica Sanders, Vice President of Corporate
Affairs
3045 Kingston Court
Suite I
Norcross, GA 30071

Invoice Date
Submitted by
Direct Dial

8/15/18
Peter J. Gurfein
310-691-7374

RE: RMS Titanic, Inc.

Fees for Professional Services Rendered Through 7/31/18	\$84,251.00
Travel Time (Not Charged to Estate)	-\$10,452.50
Costs and Expenses Through 7/31/18	\$2,096.79
Total Amount of This Invoice	\$75,895.29

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 7/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
7/2/18	JLRD	0060	E-correspondence with P. Gurfein and J. Brown regarding equity committee and creditors committee plans.	0.10	51.00
7/2/18	PJG	0055	Confer with J. Brown re: status of discovery efforts (.1); revise document production requests (.8).	0.90	508.50
7/2/18	PJG	0060	Research [REDACTED] (1.1); research [REDACTED] (1.1); review research re: [REDACTED] (.4).	2.60	1,469.00
7/2/18	PJG	0081	Telephone call J. Chubak re: moratorium on professional fees; email to estate professionals re: moratorium on payment of professional fees; email from B. Wainger re: moratorium on fees; email exchange H. Winsberg re: moratorium on professional fee payments.	0.10	56.50
7/3/18	JLRD	0060	E-correspondence with B. Murphy regarding plan exit financing.	0.10	51.00
7/3/18	PJG	0055	Review research re: [REDACTED] (2); research [REDACTED] (.6); review research re: [REDACTED] (.3); email A. Ettinger re: Guernsey's proposal (.1).	3.00	1,695.00
7/3/18	PJG	0081	Confer with J. Brown re: moratorium on fees and re: discovery (.3); email exchange H. Winsberg re: moratorium on payment of fees (.1); review fee applications filed by Debtors' professionals (.4).	0.80	452.00

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Premier Exhibitions, Inc.
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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 7/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
7/4/18	JLRD	0060	E-correspondence with P. Gurfein and J. Brown regarding equity committee plan; potential plan sponsor.	0.20	102.00
7/4/18	PJG	0060	Email J. Brown re: open plan confirmation issues (.3); review research re: [REDACTED] (.9).	1.20	678.00
7/5/18	JLRD	0060	E-correspondence with P. Gurfein regarding proposal to put equity and creditors committees' plans and debtors' sale motion on same track.	0.20	102.00
7/5/18	PJG	0062	Email memo to Committee re: case status update and Creditors Committee stay motion (.6); email A. Shapiro re: plan analysis and open issues (.2).	0.80	452.00
7/5/18	PJG	0060	Telephone H. Siegel re: financing issues (.1); telephone call J. Chubak re: Creditors Committee motion to stay sale and plan and set status conference (.2).	0.30	169.50
7/5/18	PJG	0055	Telephone call J. Brown re: status of discussions re: discovery dispute resolution (.3); conference call meet and confer with Debtors' and Stalking Horse counsel re: discovery dispute (1); research re: [REDACTED] (.8); [REDACTED] (.9); [REDACTED] (1); and [REDACTED] (1.2); confer with J. Brown re: response to Debtors' discovery disputes (.4).	5.60	3,164.00
7/6/18	JLRD	0060	E-correspondence with P. Gurfein regarding update on status of committee and equity committee plans.	0.20	102.00
7/6/18	PJG	0055	Emails J. Brown, B. Murphy, B. Williams re: sale process issues (.3); review M. Brooks response to discovery requests (.3); review correspondence relating to sale process (.8); confer with J. Brown re: discovery responses (.6); assess M. Brooks response to discovery (.3); review District Court docket and pleadings filed in District Court by Debtors relating to sale (2.1).	4.40	2,486.00

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Premier Exhibitions, Inc.
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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 7/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
7/6/18	PJG	0060	Telephone call S. Fox re: plan issues (.8); review Debtors' discovery requests (.2); confer with Lincoln International re: response to discovery requests (.2).	1.20	678.00
7/6/18	PJG	0062	Memo to Committee re: plan alternatives (.6).	0.60	339.00
7/7/18	JLRD	0060	Review e-mail from P. Gurfein regarding his Plan negotiations.	0.20	102.00
7/8/18	JLRD	0060	Review National Maritime Museum motion and e-mail from P. Gurfein regarding same.	0.70	357.00
7/8/18	PJG	0060	Review and analysis of Creditors Committee's motion to establish a protocol for consideration of various liquidation plans (1.8); outline response to Protocol Motion (.8); draft responsive pleading re: Creditors Committee Protocol Motion (1.4); confer with potential plan sponsor re: participation in Equity Committee plan (1).	5.00	2,825.00
7/9/18	JLRD	0060	Review e-memo of P. Gurfein to equity committee regarding joinder in protocol motion filed by creditors committee.	0.50	255.00
7/9/18	PJG	0060	Email exchange H. Siegel re: plan procedural issues (.1); review proposed exit facility terms sheet and comment on same (.3); confer with J. Brown re: creditor treatment under Equity Committee plan (.2); draft treatment for creditors claims insert to plan (1).	1.60	904.00
7/9/18	PJG	0062	Memo to Committee re: Creditors Committee Protocol Motion, sale and plan issues, and Equity Committee plan sponsors (1.8); email A. Shapiro re: District Court admiralty law issues (.1).	1.90	1,073.50

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Premier Exhibitions, Inc.

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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 7/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
7/9/18	PJG	0055	Review Seller's Disclosure Letter under Asset Purchase Agreement (1); email memo to B. Murphy re: issues raised by Disclosure Letter (.3).	1.30	734.50
7/10/18	JLRD	0060	E-correspondence with P. Gurfein regarding revised limited joinder in committee's protocol motion.	0.10	51.00
7/10/18	JLRD	0060	Revise limited joinder in creditors committee's protocol motion.	0.90	459.00
7/10/18	JLRD	0060	Conference with P. Gurfein regarding limited joinder in creditors committee's protocol motion.	0.50	255.00
7/10/18	JLRD	0060	Review e-correspondence from equity committee members with comments to limited joinder in creditors committee protocol motion.	0.20	102.00
7/10/18	PJG	0081	Review fee statements of estate professionals (.4).	0.40	226.00
7/10/18	PJG	0062	E-mail exchanges with committee members re protocol motion (.6); memorandum to committee re: case status update (1.4); confer with equity committee re contents of data room (.2); email Committee re: protocol motion and National Maritime Museum pleading (.6).	2.80	1,582.00
7/11/18	PJG	0061	Confer with J Brown re: objection to PacBridge claim (.2).	0.20	113.00
7/11/18	PJG	0055	Emails J. Brown re: assessment of discovery negotiations (.2); telephone call S. Fox re: Cedar Bay sale issues (.3); email exchanges Debtors' counsel and J. Brown re: resolution of discovery disputes (1.4); review sale motion objection filed by Euclid (.6); telephone call H. Siegel re: Euclid sale motion objection (.1).	2.60	1,469.00

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Premier Exhibitions, Inc.
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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 7/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
7/12/18	PJG	0055	Email exchange H. Siegel re: sale motion (.2); confer with J. Brown re: filing objections to sale motion (.1); telephone call A. Ettinger re: sale and auction strategy (.3); email J. Brown and Debtors' counsel re: resolution of discovery dispute (.8); research [REDACTED] (2); review objections to discovery filed by Debtors (.8).	4.20	2,373.00
7/13/18	EM	0081	Draft June 2018 interim fee request.	2.50	400.00
7/13/18	JLRD	0060	Review E-mail from P. Gurfein and Judge Glenn's order scheduling status conference.	0.10	51.00
7/13/18	PJG	0062	Telephone call A. Shapiro re case status update (.2); email memo to Committee re: Court's order abating hearings and scheduling status conference (.8).	1.00	565.00
7/13/18	PJG	0055	Review court's order abating the July 25 hearings and scheduling status conference (.1); Confer with J. Brown re status conference (.1); e-mail to Harris Winsberg and Matt Brooks re Case status discussion (.1); e-mail J. Chubak re case status discussion (.1); email H. Siegel re case status discussion (.1); telephone call S. Fox re plan and sale issues (.6); Review Sellers Disclosure Letter issued in connection with the Asset Purchase Agreement (1.6); draft outline of follow-up questions concerning the Sellers Disclosure Letter (.6); Email exchange J. Feldsher re discovery responses (.1); review discovery responses from PacBridge, Secured Lenders, and from Alta and Apollo (.9).	4.30	2,429.50
7/15/18	PJG	0060	Conference call S. Fox, J. Joslyn, R. Frandean re: Equity Committee plan (.6); email memo to J. Brown, B. Murphy, B. Williams re: Equity Committee plan issues (.3).	0.90	508.50
7/16/18	JLRD	0060	E-correspondence and conference with P. Gurfein regarding revised Opposition to Debtors' motion for reconsideration.	0.10	51.00
7/16/18	JLRD	0060	Proof and edit revised Equity Committee's opposition to Debtors' Motion for reconsideration.	0.20	102.00

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RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 7/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
7/16/18	JLRD	0060	E-correspondence with P. Gurfein regarding draft response to Debtors' motion for reconsideration.	0.10	51.00
7/16/18	JLRD	0060	Conference with P. Gurfein regarding draft response to Debtors' motion for reconsideration and status of case generally.	0.20	102.00
7/16/18	JLRD	0060	Review NOAA's response to Debtors' motion to approve APA filed in the District Court.	0.20	102.00
7/16/18	JLRD	0060	Review debtors' motion to reconsider and accompanying e-mail from P. Gurfein.	0.30	153.00
7/16/18	PJG	0081	Review Kaleo Legal and Troutman Sanders interim fee invoices for June.	0.40	226.00
7/16/18	PJG	0062	Memo to committee re Plan and Sale process update (.9).	0.90	508.50
7/16/18	PJG	0070	E-mail exchanges J. Brown and R. Charbonneau re issues pertaining to insurance coverage issues and correspondence with debtors.	0.50	282.50
7/16/18	PJG	0055	Review Debtors' motion to reconsider order abating the hearings and scheduling status conference (1.2); outline response and objection to debtors' motion to reconsider (1.2); confer with B. Murphy re memo to committee re sale issues (.2).	2.60	1,469.00
7/17/18	JLRD	0060	Review and edit draft response of Equity Committee to Debtors' motion to reconsider.	0.20	102.00
7/17/18	PJG	0055	Draft opposition to motion to reconsider order abating sale and plan hearings.	2.60	1,469.00
7/17/18	PJG	0081	Telephone call J. Brown re: negotiation of exit financing (.2); telephone call F. Gerber re potential plan sponsor (.2).	0.40	226.00
7/17/18	PJG	0081	Confer with B. Murphy re: J. Henschel objection to Lincoln International interim fee request.	0.20	113.00

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 7/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
7/18/18	JLRD	0060	Review memo from P. Gurfein regarding update on plan and sale process.	0.20	102.00
7/18/18	JLRD	0060	E-correspondence with P. Gurfein regarding opposition to Debtors' motion for reconsideration.	0.20	102.00
7/18/18	PJG	0062	Case status update memo to committee.	1.70	960.50
7/18/18	PJG	0060	Review issues relating to landlord and plan concerns (.5); conference call J. Burnett and A. Edwards re plan and sale issues (.8); telephone call A. Ettinger re auction process (.1); email J. Burnett and A. Edwards re: Guernsey's auction house (.2); review objection to Disclosure Statement filed by Debtors (1.6); review objection to Disclosure Statement filed by DOJ (.8); email exchange M. Troy re: DOJ objection to Disclosure Statement (.1).	4.10	2,316.50
7/18/18	PJG	0055	Finalize opposition to Debtors' reconsideration motion re court order abating sale and plan hearings (2.2); confer with J. Meehan and J. Brown re finalizing and filing opposition to debtors' reconsideration motion (.1); review document production from debtors relating to sale process (.2).	2.50	1,412.50
7/19/18	PJG	0055	Review debtors' reply to U.S. response to DOJ statement respecting Sale Approval Motion (.4); review research re: bid procedure objections (1.1); outline objection to sale motion and bid procedures (2.8).	4.30	2,429.50
7/19/18	PJG	0055	Telephone conference with J. Burnett A. Edwards and A. Ettinger re auction process (1.2); telephone call with C. Brown and D. Smith re potential exit financing (1); email J. Brown re exit financing (.1); telephone call B. Murphy re: potential plan sponsor and exit financing (.1); email exchange H. Siegel re exit financing (.1).	2.50	1,412.50
7/19/18	PJG	0062	Email exchange with committee members re plan and sale issues.	0.30	169.50
7/20/18	JLRD	0060	Review e-correspondence from P. Gurfein outlining status of plan/sale issues and process.	0.20	102.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 7/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
7/20/18	PJG	0062	Memo to committee re case status update (1.4); email exchange committee members re follow-up questions pertaining to sale and plan issues (.3); confer with R. Charbonneau re status of the adversary proceeding for report to Committee (.2); draft agenda for committee meeting (.8); draft committee minutes (1.1).	3.80	2,147.00
7/20/18	PJG	0060	Conference call S. Cummings, F. Gerber, and B. Murphy re potential plan sponsor (1); Review draft response to US DOJ objection to equity committee disclosure statement (.6); Telephone call M. Troy re resolution of DOJ objection to disclosure statement (.2).	1.80	1,017.00
7/20/18	PJG	0055	Email S. Fox re virtual data room (.1); review recent pleadings filed in district court litigation (.4).	0.50	282.50
7/22/18	PJG	0455	Travel from Los Angeles to Jacksonville for Status Conference on plan and sale process.	8.00	4,520.00
7/23/18	JLRD	0060	E-correspondence with P. Gurfein regarding revisions to NOAA insert to disclosure statement.	0.20	102.00
7/23/18	JLRD	0060	Revise insert to disclosure statement to accompany Equity Committee plan regarding NOAA, Covenants and District/Admiralty Court jurisdiction over American Artifacts.	0.60	306.00
7/23/18	JLRD	0060	Conference with P. Gurfein regarding disclosure statement to accompany Equity Committee plan: Insert regarding NOAA and Covenants.	0.20	102.00
7/23/18	PJG	0062	Email A. Shapiro re: status of plan and sale issues (.2); memo to Committee re: case status update (1).	1.20	678.00
7/23/18	PJG	0061	Review response filed by PacBridge to Equity Committee's objection to PacBridge claim (1); research issues raised by PacBridge in opposition to claim objection (.9); confer with J. Brown and K. Fackler re: response to PacBridge opposition (.2); review and assess research re: response to PacBridge opposition to claim objection (.8).	2.90	1,638.50

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 7/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
7/23/18	PJG	0055	Research sale motion issues (1.1); work on outline of opposition to sale motion (1.4).	2.50	1,412.50
7/23/18	PJG	0070	Email R. Charbonneau re: D&O insurance coverage letter and open issues re: settlements (.1); outline argument re: court order granting standing to Equity Committee to prosecute and settle D&O claims (.2).	0.30	169.50
7/23/18	PJG	0060	Confer with J. Brown re: plan and sale issues (.2); outline protocol issues for discussion with Creditors Committee (.5); conference call J. Weiner and J. Chubak re: Creditors Committee and Equity Committee relative positions re: protocol motion (.8); review French Artifact inventory re: sale and plan issues (.8); email J. Burnett re: plan issues (.3); draft insert and revisions to Disclosure Statement responding to NOAA objections (1.4); email M. Troy re: response to NOAA Disclosure Statement Objections (.1); review final term sheet for exit financing (.3).	4.40	2,486.00
7/23/18	PJG	0062	Prep for Committee call (.8); attend Equity Committee call (1.2); confer with A. Shapiro re: protocol motion and status conference (.2); case status update memo to Committee (1.2); email A. Shapiro re: plan issues (.1).	3.50	1,977.50
7/24/18	PJG	0060	Telephone call M. Davis re: post-confirmation plan management (.1); telephone call H. Siegel re: exit financing (.1); telephone call J. Burnett re: plan and sale issues (.2); telephone call F. Gerber and S. Cummings re: plan and sale proposal (.1); review S. Cummings letter re: plan and sale proposal (.5); outline presentation re: protocol motion hearing (1); review pleadings relevant to status conference (1.4); review pleadings filed in District Court re: plan and sale issues (1.2); email H. Siegel re: plan financing alternatives (.1); review and analysis of recovery estimates for plan and sale recoveries (.3); confer with J deKoe re: recovery analysis under plans and sale (.2); telephone call J. Guso and B. Rich re: Glass Ratner discovery responses (.3); email A. Shapiro re: execution of term sheet for exit financing (.1); confer with A. Shapiro re: response to equity holder inquiries (.3); work on revisions to Disclosure Statement in response to comments and objections (1.7).	7.60	4,294.00

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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 7/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
7/25/18	JLRD	0060	E-correspondence with P. Gurfein and A. Shapiro regarding status conference in bankruptcy case.	0.20	102.00
7/25/18	PJG	0455	Travel from Jacksonville to Los Angeles.	10.50	5,932.50
7/25/18	PJG	0062	Memo to Committee re: status conference on plan and sale issues and case status update.	1.20	678.00
7/25/18	PJG	0061	Email S. Grossman re: continuance of objection to PacBridge claim (.1); attend hearing re: PacBridge claim objection (.1).	0.20	113.00
7/25/18	PJG	0060	Telephone call M. Davis re: post-confirmation management (.1); telephone call S. Fox re: plan issues and post-confirmation management (.3); telephone call J. Chubak re: plan financing issues (.1); review case law re: Disclosure Statement objections (1.1); confer with M. Troy re: resolution of NOAA objection to Disclosure Statement (.1); Outline argument for status conference on Plan and sale issues (1); attend status conference re: plan and sale issues (2.5); telephone call A. Ettinger re: status conference and plan timing (.1).	5.30	2,994.50
7/26/18	PJG	0060	Confer with K. Goodman re: management of Debtors post-confirmation (.8); confer with B. Murphy re: post confirmation management (.1).	0.90	508.50
7/26/18	PJG	0062	Memo to Committee re: follow-up to July 25 hearing.	0.80	452.00
7/27/18	PJG	0062	Memo to Committee re: case status update (1.1).	1.10	621.50
7/27/18	PJG	0070	Confer with R. Charbonneau re: D&O insurance coverage (.3); letter to H. Winsberg and B. Wainger re: D&O insurance coverage (.7).	1.00	565.00
7/27/18	PJG	0060	Review minute order of court re: status conference (.1); email J. Brown re: scheduling issues (.1); confer with B. Murphy re: post confirmation management (.2); work on distribution analysis for classes of claims (.9).	1.30	734.50

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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 7/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
7/30/18	PJG	0055	Review bidding issues and evidence from sale process (2.6); analysis of sale procedures in sale motion (1.6).	4.20	2,373.00
7/30/18	PJG	0070	Email exchange B. Wainger re: D&O insurance coverage and discussions with insurance carriers (.1); confer with R. Charbonneau re: D&O coverage communications with carriers (.1).	0.20	113.00
7/30/18	PJG	0060	Review transcript of July 25 status conference (.8).	0.80	452.00
7/31/18	PJG	0062	Telephone call A. Shapiro re: sale and plan issues (.2); memo to Committee re: case status update (1.3).	1.50	847.50
7/31/18	PJG	0055	Review pleadings filed in District Court pertaining to Debtors' sale process (1).	1.00	565.00
7/31/18	PJG	0070	Review email of correspondence between Debtors and carriers re: D&O coverage (.8); telephone call B. Wainger re: correspondence with carriers and privilege (.1); confer with R. Charbonneau re: D&O correspondence (.1).	1.00	565.00
Totals				133.10	\$73,798.50

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TIMEKEEPER TIME SUMMARY THROUGH 7/31/18

Initials	Name	Hours	Rate	Amount
PJG	Gurfein	123.50	565.00	\$69,777.50
JLRD	Dalberg	7.10	510.00	\$3,621.00
EM	Meza	2.50	160.00	\$400.00

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FOR COSTS AND EXPENSES INCURRED THROUGH 7/31/18

Date	Description	Amount
7/01/18	Fed Ex Charges (June)	\$99.78
7/22/18	Travel: Airfare and Hotel – Jacksonville hearing re Debtors’ Sale Motion.	\$1,318.20
7/25/18	Travel: Transportation and Meals – Jacksonville hearing re Debtors’ Sale Motion.	\$139.77
7/30/18	FedEx Charges (July)	\$117.18
7/31/18	JND Corporate Restructuring (Invoice No. 2535 – July services).	\$421.86

Total Costs & Expenses: \$2,096.79

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RMS Titanic, Inc.

TIME SUMMARY BY PHASE AND TASK THROUGH 7/31/18

		Hours	Amount
0055	Asset Disposition	50.30	28,419.50
0060	Chapter 11 Plan	48.60	27,068.50
0061	Claims Administration & Objection	3.30	1,864.50
0062	Committee Communications	23.10	13,051.50
0070	Litigation/Adversary Proceeding	3.00	1,695.00
0081	Case Administration	4.80	1,699.50
0455	Travel	18.50	10,452.50

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Premier Exhibitions, Inc.
Attn: Jessica Sanders, Vice President of Corporate
Affairs
3045 Kingston Court
Suite I
Norcross, GA 30071

Invoice Date
Submitted by
Direct Dial

9/18/18
Peter J. Gurfein
310-691-7374

RE: RMS Titanic, Inc.

Fees for Professional Services Rendered Through 8/31/18	\$136,429.10
Travel Time (Not Charged to Estate)	-\$31,075.00
Costs and Expenses Through 8/31/18	\$4,744.64
Total Amount of This Invoice	\$110,098.74

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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 8/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
8/1/18	PJG	0060	Confer with J. Neary and J. Brown re August 10 hearing, E.D. VA.	0.20	113.00
8/1/18	PJG	0065	Work on interim fee application.	2.20	1,243.00
8/1/18	PJG	0062	Email to committee re confidentiality agreement extension.	0.10	56.50
8/1/18	PJG	0081	Email exchange M. Brooks re committee confidentiality agreement extension.	0.10	56.50
8/2/18	JLRD	0060	E-correspondence with P. Gurfein and equity committee members regarding proceedings at bankruptcy court status conference, including admissions by Alta et al., and impact on plan.	0.30	153.00
8/2/18	JLRD	0060	Review court's Status conference and Scheduling Order.	0.20	102.00
8/2/18	JLRD	0060	E-correspondence and conference with P. Gurfein regarding scheduling of hearing to consider bid procedures motion and opposition thereto.	0.20	102.00
8/2/18	PJG	0081	Finalize confidentiality extension and agree with M. Brooks re: same.	0.20	113.00
8/2/18	PJG	0055	Review order for scheduling a hearing on plan and disclosure statement and sale motions (.3); review sale documentation with reference to response to debtors' sale motion and bid procedures motion (1.8); e-mail J. Neary re E.D. VA motions and appearances before Judge Smith (.2); confer with J. Brown re prep for August 30 hearing (.4); review transcript of July 25 hearing (.5).	3.20	1,808.00

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 8/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
8/2/18	PJG	0062	Email committee members re execution of extension of confidentiality agreement (.1); memo to committee re Judge Glenn scheduling order and plan and sale motion hearings and status of negotiations with interested parties (1.4); memo to committee re July 25 hearing and transcript (.3); memo to committee re E.D. VA litigation (.2).	2.00	1,130.00
8/3/18	PJG	0060	Confer with J. Brown re district court hearing (.2); telephone call J. Neary re appearance in district court (.1); research standing re district court issues (.6).	0.90	508.50
8/3/18	PJG	0062	Email exchange committee members re district court proceeding and bankruptcy court proceeding (.3); memo re Virginia District court proceeding process and pleadings (1).	1.30	734.50
8/4/18	PJG	0055	Review seller's disclosure letter (1.3); e-mail H. Winsberg re Equity Committee questions from the Sellers disclosure letter (.3).	1.60	904.00
8/4/18	PJG	0081	Email H. Winsberg re debtors filing of 8K and Darryl Davis employment issues (.1).	0.10	56.50
8/5/18	PJG	0060	Work on response to disclosure statement objections by DOJ/NOAA and by Debtors.	2.00	1,130.00
8/6/18	PJG	0060	Telephone call T. Graulich re national maritime museum plan and sale issues (.4).	4.00	2,260.00
8/6/18	PJG	0081	Confer with Lincoln International re debtors' financial reports (.3); email M Brooks re executed confidentiality agreement (.1); Email exchange H Winsberg re debtor's case administration (.1); telephone call H Winsberg re case administration (.1).	0.60	339.00

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Premier Exhibitions, Inc.

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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 8/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
8/6/18	PJG	0055	Telephone call J. Brown re discovery and response to sale motions (.3); confer with Lincoln International re debtors' financial reports (.3); outline issues re auction sale of French artifacts (1.4).	2.00	1,130.00
8/6/18	PJG	0062	Prepare for committee call (.8); attend an equity committee call (1.1); issue corrected July 23 meeting minutes (.2); draft minutes for August 6 committee call (.8); circulate amendment to confidentiality agreement to committee members for execution (.1).	3.00	1,695.00
8/7/18	JLRD	0060	Conference with P. Gurfein regarding reply to Debtors' Objection to Equity Committee Disclosure Statement.	0.20	102.00
8/7/18	JLRD	0060	Research regarding response to Debtors' objection to Equity Committee Disclosure Statement -- unconfirmable plan as basis for denying approval.	1.10	561.00
8/7/18	PJG	0060	Telephone call B. Wainger re District Court appearance (.1); review and revise notice of appearance for E.D. VA (.1); e-mail J. Chubak and T. Graulich re district court appearance (.1); e-mail H. Winsberg, M. Brooks, B. Wainger re District Court appearance (.1); telephone call J. Chubak re court hearings and plan and sale issues (.3); review and revise E.D. VA notice of appearance (.2); e-mail J. Neary re notice of appearance (.1); review periodic report filed in Eastern District of Virginia by the debtors re plan issues (.5).	1.50	847.50
8/8/18	JLRD	0060	E-correspondence with P. Gurfein and review status of memorandum.	0.20	102.00
8/8/18	PJG	0060	Telephone call A. Ettinger re August 30 hearing and further Guernsey declaration (.6); review District Court order re notices of appearance (.1); e-mail B. Wainger re District Court order re notices of appearance (.1).	0.80	452.00

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Premier Exhibitions, Inc.
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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 8/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
8/8/18	PJG	0055	Telephone call B. Rich and J. Gusso re Glass Ratner discovery (.3); e-mail B. Rich re follow-up to conference call re Glass Ratner deposition (.2); confer with J. Brown re Glass Ratner deposition and document production (.2); telephone call S. Fox re sale and plan issues (.3); review Cedar Bay term sheet (.6); confer with Financial Advisors re plan and sale issues (.5); draft analysis and assessment of Cedar Bay term sheet (.8).	2.90	1,638.50
8/8/18	PJG	0062	Memo to committee re case status update (.7); e-mail exchanges with committee members re follow-up to committee memo (.3); telephone call F. Gerber re committee issues (.2); memo to equity committee re plan and sale issues and District Court hearing (1.3).	2.50	1,412.50
8/9/18	JLRD	0060	Review and analyze Debtors' objection to Equity Committee Disclosure Statement.	1.00	510.00
8/9/18	PJG	0055	Work on objection to sale motion and bidder protections (2.1).	2.10	1,186.50
8/9/18	PJG	0060	Email exchange A. Shapiro re Cedar Bay term sheet (.3); confer with J. Dalberg re disclosure statement objections (.6); telephone call J. Brown re case status and upcoming hearings (.3); telephone call T. Graulich re District Court and plan issues (.3); work on motion to intervene (.6).	2.10	1,186.50
8/10/18	JLRD	0060	Research and draft reply to Debtors' objection to Equity Committee's Disclosure Statement.	1.50	765.00
8/10/18	JLRD	0060	Conference with P. Gurfein regarding treatment of administrative claims in plan and Effective Date issues.	0.20	102.00
8/10/18	PJG	0060	Review discovery submitted by debtors and Daoping Bao (2.4); draft search terms for Glass Ratner discovery (.5).	2.90	1,638.50

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Premier Exhibitions, Inc.
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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 8/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
8/10/18	PJG	0060	Review artifact inventory and plan and sale issues respecting number of artifacts to be sold (.9); confer with J. Dalberg re revisions to disclosure statement and plan (.6); research intervention (1); e-mail J. Neary and J. Brown re revisions to intervention motion (.2); telephone calls S. Fox re plan issues (.4); Email S. Fox re follow-up to discussion of plan issues (.3); telephone call A. Ettinger re revisions to plan (.2).	3.60	2,034.00
8/11/18	JLRD	0060	E-correspondence with P. Gurfein regarding research re: [REDACTED]	0.50	255.00
8/13/18	PJG	0060	Email T. Graulich re E.D. VA hearing and meeting (.2); memo to committee re the Cedar Bay proposal (.7); telephone call S. Fox re Cedar Bay proposal (.3).	1.20	678.00
8/13/18	PJG	0060	E-mail J. Gusso and B. Rich re: search terms to narrow document production for Glass Ratner discovery and scheduling of Marshall glade deposition (.2).	0.20	113.00
8/14/18	JLRD	0060	Research and draft reply to Debtors' objection to Equity Committee disclosure statement.	5.20	2,652.00
8/14/18	PJG	0060	Draft insert in response to DOJ objection to disclosure statement (1.2).	1.20	678.00
8/14/18	PJG	0055	Telephone call H. Siegel re plan and sale issues and potential financing proposal (.2); telephone call J. Brown re upcoming hearings (.3); e-mail B. Rich and J. Gusso re Glass Ratner deposition and document production (.3); review documents produced for a sale hearing (2.1).	2.90	1,638.50
8/14/18	PJG	0062	Telephone call A. Shapiro re status of discussions re plan and sale issues (.3).	0.30	169.50
8/14/18	EM	0081	Draft July 2018 interim fee request.	2.50	400.00

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Premier Exhibitions, Inc.
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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 8/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
8/15/18	JLRD	0060	Research and draft reply to Debtors' objection to Equity Committee disclosure statement.	3.10	1,581.00
8/15/18	JLRD	0060	E-correspondence with P. Gurfein and J. deKoe regarding administrative claims to be paid under proposed Equity Committee Plan.	0.20	102.00
8/15/18	JLRD	0060	Conference with P. Gurfein regarding reply to Debtors' objection to Equity Committee's disclosure statement.	0.20	102.00
8/15/18	JLRD	0060	E-correspondence with P. Gurfein regarding disclosure agreed to by NOAA regarding sale of artifacts for inclusion in amended disclosure statement and review same.	0.40	204.00
8/15/18	PJG	0055	Review and revise subpoena and notice of deposition for Glass Ratner (.2) draft outline for sale opposition (1.1); review documents produced by debtor in connection with sale hearing (3.1).	4.40	2,486.00
8/15/18	PJG	0060	Telephone call S. Fox re Cedar Bay and plan issues (.3); draft insert to response to objections to disclosure statement re insider issues (2.1); confer with J. Dalberg re response to objections to disclosure statement (.5); telephone call A. Ettinger re potential declaration in support of plan (.3); review artifact auction schedule (.2); telephone call S. Fox re follow-up to plan discussions (.2); work on motion to intervene (1).	4.60	2,599.00
8/16/18	JLRD	0060	Draft reply to Debtors' objection to Equity Committee's disclosure statement.	5.90	3,009.00
8/16/18	JLRD	0060	E-correspondence with J. deKoe regarding projections, estimate of administrative claims.	0.10	51.00
8/16/18	PJG	0055	Telephone call J. Chubak re case administration and sale issues (.3); research bidder protections re sale opposition (2.1); review document production from debtors and Bao (2.4); email exchange S. Grossman re variances and bid procedures (.3); work on analysis of insider status of participants in asset purchase agreement (1.2).	6.30	3,559.50

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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 8/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
8/17/18	JLRD	0060	E-correspondence with P. Gurfein regarding reply to Debtors' objection to Equity Committee's disclosure statement.	0.10	51.00
8/17/18	JLRD	0060	Research and draft reply to Debtors' objection to Equity Committee's disclosure statement.	5.50	2,805.00
8/18/18	PJG	0060	Draft response to objections to disclosure statement.	1.80	1,017.00
8/18/18	PJG	0055	Draft objection to sale motion bid procedures (1.8); e-mail J. Brown re case and hearing status (.2).	2.00	1,130.00
8/19/18	JLRD	0060	E-correspondence with P. Gurfein regarding reply to Debtors' objection to disclosure statement and review his comments with respect to same.	0.20	102.00
8/19/18	PJG	0062	Memo to committee re case status (1.4).	1.40	791.00
8/19/18	PJG	0055	Draft opposition to bid procedures (1.4).	1.40	791.00
8/19/18	PJG	0060	Telephone call with A. Ettinger re auction issues (.3); draft response to objection to disclosure statement (2.1).	2.40	1,356.00
8/20/18	JLRD	0060	E-correspondence with P. Gurfein and J. Brown regarding objections to Debtors' bid procedures motion.	0.10	51.00
8/20/18	JLRD	0060	Review status memo from P. Gurfein in connection with reply to Debtors' objection to disclosure statement and amendments to plan.	0.20	102.00
8/20/18	JLRD	0060	E-correspondence with J. Brown and P. Gurfein regarding opposition to bid procedures motion.	0.10	51.00
8/20/18	JLRD	0060	Research regarding Equity Committee's objection to bid procedures motion, draft insert in connection with same.	0.70	357.00
8/20/18	PJG	0062	Memo to committee re case status (1.3).	1.30	734.50

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 8/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
8/20/18	PJG	0060	Review recent pleadings and periodic reports filed in Norfolk district court (.9); prep for hearing before judge Smith on status conference (.6).	1.50	847.50
8/20/18	PJG	0455	Travel to Norfolk for District Court Status Conference (10.5) (N/C).	10.50	5,932.50
8/21/18	JLRD	0060	E-correspondence with P. Gurfein and J. Brown regarding reply to Debtors' objection to disclosure statement, objection to Debtors' bid procedures motion, revisions to plan and disclosure statement.	0.20	102.00
8/21/18	JLRD	0060	Review edits to draft reply to Debtors' objection to Equity Committee's disclosure statement and e-correspondence with J. Brown and P. Gurfein regarding same.	0.50	255.00
8/21/18	JLRD	0060	Draft Amended Plan.	2.10	1,071.00
8/21/18	JLRD	0060	Draft Amended Disclosure Statement.	4.10	2,091.00
8/21/18	PJG	0060	Attend status conference hearing before Judge Smith in Eastern District of Virginia (1.7); confer with National Maritime Museum counsel and Dr. K. Fewster re plan and sale issues (1.3).	3.00	1,695.00
8/21/18	PJG	0455	Travel time from Norfolk (11.5) (N/C).	11.50	6,497.50
8/21/18	PJG	0055	Review documents produced by GlassRatner re sale and bid protections (2.7).	2.70	1,525.00
8/22/18	JLRD	0060	E-correspondence with P. Gurfein and J. Brown regarding revisions to Amended Plan and Disclosure Statement, etc.	0.20	102.00
8/22/18	JLRD	0060	Revise reply to objection to Equity Committee disclosure statement to conform with amended plan and amended disclosure statement.	0.30	153.00
8/22/18	JLRD	0060	Revise Amended Disclosure Statement to conform with Amended Plan.	0.30	153.00
8/22/18	JLRD	0060	Revise Amended Plan.	0.20	102.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 8/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
8/22/18	JLRD	0060	Review e-mail from P. Gurfein regarding status of negotiations with Committee, landlord.	0.10	51.10
8/22/18	JLRD	0060	Review e-mail from P. Gurfein regarding response to discovery requests: GlassRatner's role in formation of Alta/PacBridge stalking horse bid group.	0.10	51.10
8/22/18	JLRD	0060	Review P. Gurfein's comments to reply to objection to Equity Committee's disclosure statement.	0.20	102.00
8/22/18	JLRD	0060	Review comments from P. Gurfein to Amended Disclosure Statement.	0.20	102.00
8/22/18	JLRD	0060	Review P. Gurfein's comments to bid procedures opposition.	0.30	153.00
8/22/18	JLRD	0060	Telephone conference with P. Gurfein and J. Brown regarding amended plan and disclosure statement, reply to Debtors' objection to disclosure statement and opposition to bid procedures motion.	0.60	306.00
8/22/18	JLRD	0060	E-correspondence with J. Brown regarding comments to opposition to Debtors' bid procedures motion.	0.30	153.00
8/22/18	JLRD	0060	Review revised objection to Debtors' bid procedures motion and edit same.	0.50	255.00
8/22/18	JLRD	0060	E-correspondence with J. Brown regarding edits to reply to Debtors' objection to disclosure statement.	0.10	51.00
8/22/18	JLRD	0060	Review revised objection to Debtors' bid procedures motion.	0.40	204.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 8/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
8/22/18	PJG	0060	Review and revise amended plan (1.1); review and revise amended disclosure statement (1.1); further draft of response to objection to disclosure statement (1); confer with J. Brown and J. Dalberg re plan and disclosure statement responses (.2); telephone call H. Siegel re upcoming hearing (.1); telephone call A. Ettinger re the further declaration (.6); e-mail exchanges with J. deKoe, B. Murphy re disclosure statement and liquidation analysis (.5).	4.60	2,599.00
8/22/18	PJG	0055	Prepare for Marshall Glade deposition (2.8); organize files and documents for use at deposition (1.4); email M. Brooks re seller's disclosure letter (.2); review and revise opposition to sale (1.6).	6.00	3,390.00
8/23/18	JLRD	0060	Review e-mail memo from A. Shapiro regarding plan negotiations and strategy.	0.20	102.00
8/23/18	JLRD	0060	Review e-mail on case status from P. Gurfein and responses thereto from Equity Committee members.	0.20	102.00
8/23/18	PJG	0055	Memo to committee re Norfolk hearing and upcoming deposition and sale and plan issues (1.2); telephone call J. Brown re upcoming hearings (.1); email exchange with J. Gusso and B. Rich re GlassRatner deposition (.2); prepare for GlassRatner deposition (2.1).	3.60	2,034.00
8/23/18	PJG	0455	Travel time to Atlanta (10) (N/C).	10.00	5,650.00
8/24/18	PJG	0055	Prep for deposition of Marshall Glade (2); depose Marshall Glade (4.5), telephone call J. Brown re recap of Marshall Glade deposition (.2).	6.70	3,785.50
8/23/18	PJG	0455	Travel time from Atlanta (11.5) (N/C).	11.50	6,497.50
8/25/18	JLRD	0060	E-correspondence with P. Gurfein regarding edits to objection to Debtors' bid procedures motion.	0.20	102.00
8/25/18	PJG	0055	Review ASCII transcript of Marshall Glade examination (.8); draft excerpts from deposition for insert into sale motion and bid procedures objection (2.4).	3.20	1,808.00

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RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 8/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
8/26/18	JLRD	0060	E-correspondence with P. Gurfein and Equity Committee members regarding update on negotiations and request for authority.	0.20	102.00
8/26/18	JLRD	0060	Review e-mail and edits to objection to bid procedures motion received from P. Gurfein.	0.30	153.00
8/26/18	JLRD	0060	Review e-mail from P. Gurfein and edits to amended plan and disclosure statement.	0.40	204.00
8/26/18	JLRD	0060	E-correspondence with P. Gurfein and J. Brown regarding plan negotiations.	0.20	102.00
8/26/18	PJG	0060	Work on the draft amended disclosure statement and amended plan (2.4); further draft of response to objections to disclosure statement (1.8).	4.20	2,373.00
8/26/18	PJG	0055	Work on opposition to sale motion bid procedures (1.6).	1.60	904.00
8/27/18	JLRD	0060	Work with P. Gurfein and Akerman firm to finalize Amended Plan, Amended Disclosure Statement, objection to bid procedures motion, reply to Debtors' objection to Equity Committee's disclosure statement.	4.20	2,142.00
8/27/18	JLRD	0060	Revise reply to objection to disclosure statement to conform with changes to Amended Plan and Disclosure Statement.	0.20	102.00
8/27/18	JLRD	0060	Revise Amended Disclosure Statement.	0.30	153.00
8/27/18	JLRD	0060	Revise Amended Plan to incorporate developments in plan negotiations.	0.30	153.00
8/27/18	JLRD	0060	Conference with P. Gurfein regarding edits to amended plan and disclosure statement.	0.20	102.00
8/27/18	JLRD	0060	E-correspondence with P. Gurfein regarding his edits to Amended Plan and Disclosure Statement.	0.10	51.00

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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 8/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
8/27/18	PJG	0055	Review and revise opposition to sale and bid protections motion (1); confer with J. Brown and J. Meehan re filing of opposition and hearing issues (.1); review M. Glade deposition official transcript (.5); work on inserts to opposition to bid procedures order from Marshall Glade transcript (.5); review additional documents produced by GlassRatner in connection with sale motion discovery (.2); final revisions to opposition to sale (.4).	2.70	1,525.50
8/27/18	PJG	0062	Email memo to committee re perspective plan revisions (.8); Email exchange with committee members regarding inquiries with respect to plan and disclosure statement amendments (.3); email sale opposition to committee members (.2).	1.30	734.50
8/27/18	PJG	0060	Telephone call with A. Ettinger re auction issues, disclosure statement hearing, and declaration for disclosure statement hearing (1); telephone calls Jeremy deKoe re liquidation analysis (.2); review and revise amended plan (1); review and revise amended disclosure statement (.6); confer with J. deKoe re further revisions to liquidation analysis (.4); telephone call H. Siegel re plan amendments (.1); telephone call J. Chubak re plan and disclosure statement amendments (.2); work on response to debtors' objection to disclosure statement (.9).	4.40	2,486.00
8/28/18	JLRD	0060	E-correspondence regarding Amended Disclosure Statement, Amended Plan and related pleadings, including declaration of A. Ettinger, with P. Gurfein, J. deKoe, J. Brown and K. Fackler.	0.80	408.00
8/28/18	PJG	0455	Travel time to Jacksonville (11.5) (N/C).	11.50	6,497.50
8/28/18	PJG	0055	Review J. Feldsher declaration filed in reply to objection to sale motion (.2).	0.20	113.00
8/28/18	PJG	0060	Further refinements to liquidation analysis and edits to footnotes to same (.6); confer with Teneo and Lincoln re variables for liquidation analysis (.5); telephone call with A. Ettinger re potential changes to auction procedure (.3); confer with B. Murphy and J. deKoe re refined liquidation analysis and related disclosures in footnotes (.6); finalize comments to amended disclosure statement (.6); draft A Ettinger declaration (.4); confer with A Ettinger re revisions to declaration (.1); finalize A Ettinger declaration and forward for execution (.1).	3.20	1,808.00

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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 8/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
8/29/18	JLRD	0060	E-correspondence with P. Gurfein regarding draft ballots.	0.10	51.00
8/29/18	JLRD	0060	Draft ballot for equity interests.	0.40	204.00
8/29/18	JLRD	0060	Draft ballots for unsecured creditors entitled to vote.	0.40	204.00
8/29/18	JLRD	0060	E-correspondence with P. Gurfein regarding ballots to accompany Amended Disclosure Statement.	0.20	102.00
8/29/18	PJG	0062	E-mail committee responding to inquiries by committee members re district court hearing (.3); memo to committee re status of plan and sale issues (1).	1.30	734.50
8/29/18	PJG	0060	Organize pleadings, exhibits, and argument outline for hearing on disclosure statements and bid procedures (2.2); e-mail J. Brown re employee issues under plan (.1); confer with J. Brown and C. Laquidare re district court intervention motion (.4); confer with T. Graulich re equity committee amended plan (.2); confer with J. deKoe re updated comparison schedule of distributions (.3); telephone call J. Chubak re museum plan issues (.2); work on form of solicitation ballot for plans (.4); confer with H. Siegel re amended equity committee plan (.1); review creditors committee amended plan and creditors committee amended disclosure statement (.7); e-mail T. Graulich and J. Chubak re description of equity committee plan in creditors committee disclosure statement (.2); meeting with J. Burnett responding to inquiries re equity committee plan (1); meeting with A. Ettinger re auction sale issues (.1).	5.90	3,333.50
8/30/18	JLRD	0060	Research regarding [REDACTED]	0.80	408.00
8/30/18	JLRD	0060	Telephone conference with P. Gurfein regarding acceptance of plan by equity.	0.20	102.00
8/30/18	JLRD	0060	Draft insert to Creditors Committee disclosure statement to correct disclosures relating to exit financing for Equity Committee's Amended Plan.	0.50	255.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 8/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
8/30/18	JLRD	0060	E-correspondence with P. Gurfein regarding Unsecured Creditors Committee's agreement to correct portion of its disclosure statement dealing with exit financing for Equity Committee's Amended Plan.	0.20	102.00
8/30/18	PJG	0062	Email and text messaging to A. Shapiro re stalking horse group offer of settlement (.2).	0.20	113.00
8/30/18	PJG	0060	Review unsecured creditor committee redline of disclosure statement (.4); confer with J. Dalberg re revisions to unsecured creditors committee disclosure statement (.2); e-mail Museum's counsel re order approving disclosure statements (.2).	0.80	452.00
8/30/18	PJG	0055	Prep for hearing on sale motion and disclosure statements (1.4); prep for witness examination and cross examination (.8); organize exhibits for use at hearing (.6); review omnibus reply of debtors to disclosure statement and sale opposition (1); confer with J Brown re hearing strategy (.1); telephone call J Feldsher and S Grossman re proposed settlement of sale and plan issues (.2); attend hearing, argue, and cross examine witnesses re disclosure statements and sale bid procedures (4.7); confer with museum counsel re plan and sale issues (.1).	8.90	5,028.50
8/31/18	PJG	0060	Review opposition to intervention motion filed by debtors and by DOJ (.6); Email exchange J. Neary re motions to intervene (.1).	0.70	395.50
8/31/18	PJG	0062	Memo to committee re August 30 hearing and related matters (1.8).	1.80	1,017.00
Totals				193.00	\$105,354.10

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TIMEKEEPER TIME SUMMARY THROUGH 8/31/18

Initials	Name	Hours	Rate	Amount
PJG	Gurfein	141.80	565.00	\$80,117.00
JLRD	Dalberg	48.70	510.00	\$24,837.10
EM	Meza	2.50	160.00	\$400.00

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FOR COSTS AND EXPENSES INCURRED THROUGH 8/31/18

Date	Description	Amount
8/20/13	Travel: Airfare – District Court Status Conference Hearing in Norfolk, VA.	\$823.59
8/23/18	Mailed deposition materials to GlassRatner in Atlanta, GA for deposition of Marshall Glade to be held on August 24, 2018.	\$237.50
8/23/18	Travel: Airfare and Hotel – Deposition of Marshall Glade in Atlanta, GA.	\$757.59
8/24/18	Veritext Legal Solutions; Invoice # FLA3458516.	\$1,734.00
8/28/18	Travel: Airfare and Hotel – Disclosure Statement Hearing in Jacksonville, FL.	\$991.76
8/31/18	JND Corporate Restructuring (Invoice No. 2574 – August services).	\$200.20

Total Costs & Expenses: \$4,744.64

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

TIME SUMMARY BY PHASE AND TASK THROUGH 8/31/18

		Hours	Amount
0055	Asset Disposition	64.40	36,386.00
0060	Chapter 11 Plan	106.40	57,437.60
0062	Committee Communications	16.50	9,322.50
0065	Employment & Fee Application	2.20	1,243.00
0081	Case Administration	3.50	965.00
0455	Travel	55.00	31,075.00

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Payment Remittance Address

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Premier Exhibitions, Inc.
Attn: Jessica Sanders, Vice President of Corporate
Affairs
3045 Kingston Court
Suite I
Norcross, GA 30071

Invoice Date
Submitted by
Direct Dial

10/15/18
Peter J. Gurfein
310-691-7374

RE: RMS Titanic, Inc.

Fees for Professional Services Rendered Through 9/30/18

\$28,602.50

Costs and Expenses Through 9/30/18

\$122.22

Total Amount of This Invoice

\$28,724.72

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 9/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
9/2/18	PJG	0060	Research [REDACTED] (.6); draft further amendment to Plan and Disclosure Statement consistent with oral modifications made at hearing (1.1).	1.70	960.50
9/3/18	PJG	0065	Further comments and revisions to liquidation analysis (.4); email A. Ettinger re: potential purchasers for assets (.1); review and revise Notice of Errata re: plan and disclosure statement (.3); confer with J. Neary re: withdrawal of Intervention motion (.1); review oppositions to Intervention Motion (.5); email to B. Wainger, R. McFarland, K. Porter, re: withdrawal of Intervention Motion (.1).	1.50	847.50
9/3/18	PJG	0062	Draft minutes from prior Committee call (.8); draft agenda for Committee Call (.2); email Committee re: Committee Call and developments in case (.4).	1.40	791.00
9/3/18	PJG	0062	Email memo to Committee re: plan issues and agenda for Committee call.	0.80	452.00
9/3/18	PJG	0060	Email B. Murphy, J. deKoe re: amendment to Plan and revised liquidation analysis (.2); review and comment on revised liquidation analysis (.3).	0.50	282.50
9/3/18	PJG	0060	Email exchange J. Neary re: intervention motion.	0.10	56.50
9/4/18	JLRD	0060	E-correspondence with P. Gurfein and J. Brown regarding draft notice of errata.	0.10	51.00
9/4/18	JLRD	0060	Review draft notice of errata to Equity Committee's Disclosure statement (treatment of general unsecured claims).	0.20	102.00
9/4/18	JLRD	0060	E-correspondence with P. Gurfein regarding revised liquidation analysis.	0.20	102.00

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 9/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
9/4/18	JLRD	0060	Review revised liquidation analysis.	0.20	102.00
9/5/18	JLRD	0060	Conference call with P. Gurfein, members of the Equity Committee and J. Brown regarding status of case.	0.90	459.00
9/5/18	PJG	0062	Prepare for Committee call (.6); attend Committee Call (1.5); follow-up emails with Committee members re: plan and related case dispositive issues (.3).	2.40	1,356.00
9/5/18	PJG	0060	Research re: [REDACTED] (.8); draft memo re: research results re: [REDACTED] (.5).	1.30	734.50
9/6/18	JLRD	0060	Review notice of withdrawal of Equity Committee's motion to intervene in admiralty court and related e-correspondence.	0.30	153.00
9/6/18	PJG	0070	Email exchanges J. Henshall and R. Charbonneau re: resolution of EC v. Sellers.	0.10	56.50
9/6/18	PJG	0060	Review and finalize Notice of Withdrawal of Intervention Motion (.3); review transcript of August 30 hearing (.6).	0.90	508.50
9/9/18	JLRD	0060	Telephone conference with P. Gurfein, J. Brown, J. Meehan regarding pleadings.	0.50	255.00
9/11/18	JLRD	0060	E-correspondence with P. Gurfein, S. Fox and J. Brown regarding bankruptcy court's ruling on sale motion and approval of Equity Committee's disclosure statement.	0.20	102.00
9/11/18	JLRD	0060	Conference with P. Gurfein regarding bankruptcy court's order denying approval of Equity Committee's disclosure statement, etc.	0.20	102.00
9/11/18	JLRD	0060	Review bankruptcy court order denying approval of Equity Committee's Disclosure Statement and approving Debtors' sale.	0.30	153.00
9/11/18	PJG	0062	Email to Committee re: Court's ruling on disclosure statements and sale and bid procedures.	0.10	56.50

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RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 9/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
9/11/18	PJG	0060	Review Court order re: sale and bid procedures and disclosure statements (.2); research [REDACTED] (1.6); confer with J. Brown re: options for response to Court's ruling (.2); email exchange S. Fox re: Court's ruling and plan and sale issues (.1).	2.10	1,186.50
9/12/18	JLRD	0060	E-correspondence with P. Gurfein regarding "cleansing" provisions in confidentiality agreement.	0.30	153.00
9/12/18	JLRD	0060	Conference call with Committee members, J. Brown and P. Gurfein.	1.00	510.00
9/12/18	JLRD	0060	E-correspondence with P. Gurfein regarding draft memo to Equity Committee regarding options for Equity Committee going forward and e-correspondence with P. Gurfein regarding same.	0.30	153.00
9/12/18	JLRD	0060	Conference with P. Gurfein regarding strategy going forward in light of bankruptcy court's decision.	0.20	102.00
9/12/18	JLRD	0060	E-correspondence with J. Brown regarding his analysis of strategic options going forward.	0.20	102.00
9/12/18	PJG	0055	Email S. Cummings re: purchase of estate assets.	0.10	56.50
9/12/18	PJG	0062	Memo to Committee re: Court's September 11 ruling on disclosure statements and bid procedures and implications on case (1.3); prepare for Committee Call (.4); Committee Call re: plan, sale, Court's September 11 ruling, case status, options for Committee (1.4); email to Committee re: press reports of August 30 hearing (.1).	3.20	1,808.00
9/13/18	PJG	0055	Email exchange I. Jacobs and J. Brown re: drafting notice of sale process (.2).	0.20	113.00
9/14/18	JLRD	0060	E-correspondence with P. Gurfein, A. Shapiro, J. Heller and J. Brown regarding entered order from Judge Glenn; strategy going forward and possible additional causes of action.	0.20	102.00

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 9/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
9/14/18	JLRD	0060	E-correspondence with J. Brown and P. Gurfein regarding entered order by Judge Glenn.	0.10	51.00
9/14/18	PJG	0062	Email exchanges with Committee members re: response to Court's ruling and sale process claims.	0.40	226.00
9/14/18	PJG	0055	Telephone call with S. Cummings re: potential; bid for assets.	0.50	282.50
9/14/18	PJG	0055	Review and comment on draft notice re: sale process.	0.30	169.50
9/16/18	PJG	B151	Email exchange A. Shapiro re: responses to inquiries from equity holders re: plan and sale process.	0.20	113.00
9/16/18	PJG	0055	Review and draft revision to notice re: sale process and auction (1.1); email exchanges with J. Brown, A. Shapiro, and I. Jacobs re: revisions to draft notice re: sale (.1).	1.20	678.00
9/17/18	EM	0081	Draft August 2018 interim fee request.	4.00	640.00
9/17/18	PJG	0065	Review and edit time entries re: August time (1.1); issue letter re: interim compensation (.1).	1.20	678.00
9/17/18	PJG	0062	Memo to Committee re: notices on website, sale process, and case status update.	0.60	339.00
9/17/18	PJG	0081	Edit Committees' website re: notice of sale and auction process (.3); draft additional insert to website re: Court's ruling on plan and disclosure statement (.6).	0.90	508.50
9/18/18	PJG	0055	Confer with Lincoln International re: contacting potential bidders for auction (.2); email H. Winsberg re: solicitation efforts for auction (.1).	0.30	169.50
9/18/18	PJG	0062	Email memo to Committee re: research [REDACTED] (1.6); email Committee re: publicizing sale and auction (.4).	2.00	1,130.00

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Premier Exhibitions, Inc.
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FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 9/30/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
9/19/18	PJG	0055	Email exchange Committee members re sale process and contact results (.3); email exchange Lincoln International re: outreach with contacts for sale process and report from Glass Ratner (.2).	0.50	282.50
9/20/18	PJG	0062	Email exchanges with Committee members re: analysis of bankruptcy claims assessment (.5); email Committee re: summary of case status and sale support efforts (.3).	0.80	452.00
9/20/18	PJG	0070	Confer with R. Charbonneau re: Equity Committee v. Sellers status conference.	0.10	56.50
9/20/18	PJG	0055	Telephone call S. Cummings re: interest in sale process (.2); telephone call M. VanderLey re: sale process and case background (.5); email M VanderLey re: sale related pleadings (.2); email B. Williams re: status of contacts re: sale process (.2); review entered sale and bid procedures order (.7).	1.80	1,017.00
9/21/18	PJG	0081	Review financials filed by Debtors (.4); confer with Teneo re: analysis of financials (.2).	0.60	339.00
9/21/18	PJG	0055	Email exchange B. Murphy re: status of sale process and contacts response to inquiries.	0.20	113.00
9/21/18	PJG	0062	Email memos to Committee re: case status and sale issues (.4).	0.40	226.00
9/22/18	PJG	0062	Memo to Committee re: status of Museum's interest in sale process and District Court litigation (.4); email exchanges with Committee members re: Museum's status (.2).	0.60	339.00
9/22/18	PJG	0055	Telephone call J. McClammy re: status of Museum's interest in sale process and District Court litigation.	0.60	339.00
9/24/18	PJG	0055	Email exchange S. Fox re: sale process (.1); confer with Lincoln International re: Glass Ratner process (.1); review Glass Ratner Matrix re: sale contacts and status (.2).	0.40	226.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 9/30/18

Date	Init	Task	Description of Work Performed	Hours	Amount
9/24/18	PJG	0070	Email exchanges with R. Charbonneau re: status of adversary proceeding, discovery, and mediation.	0.20	113.00
9/24/18	PJG	0062	Memo to Committee re: Equity Committee v. Sellers status conference and report from R. Charbonneau re: next steps (.4).	0.40	226.00
9/25/18	PJG	0070	Review proposed scheduling order re: EC v. Sellers et al. (.1); email exchanges R. Charbonneau re: status conference and proposed schedule (.2).	0.30	169.50
9/25/18	PJG	0062	Email memo to committee re: status conference in EC v. Sellers et al. (.4); email exchange committee members re: sale process (.2); email memo to Committee re: status of auction sale process and potential bidders (.4).	1.00	565.00
9/25/18	PJG	0055	Email exchange B. Murphy re: status of auction (.2); email S. Fox re: status of sale process (.1); email exchange S. Cummings re: potential bid for assets (.1); email exchange M. VanderLey re: potential bid for assets (.1); email exchange Lincoln International and Teneo re: potential bidders and related sale issues (.2).	0.70	395.50
9/26/18	PJG	0055	Confer with Committee's financial advisors re: potential tax attributes of sale (.2); confer with J. Brown re: sale hearing and related pleadings (.3); confer with J. Chubak re: sale hearing (.1).	0.60	339.00
9/27/18	JLRD	0060	Research regarding [REDACTED].	1.00	510.00
9/27/18	JLRD	0060	Review proposed sale order filed by Debtors together with original sale motion and Asset Purchase agreement in connection with objection to Debtors' attempt to obtain dismissal of the RMST case through the sale order.	0.70	357.00
9/27/18	JLRD	0060	E-correspondence with P. Gurfein and J. deKoe regarding objection to Debtors' attempt to obtain dismissal of RMST case.	0.20	102.00
9/27/18	JLRD	0060	Telephone conference with P. Gurfein regarding objection to Debtors' attempt to obtain dismissal of the RMST case as part of sale order.	0.20	102.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 9/30/18

Date	Init	Task	Description of Work Performed	Hours	Amount
9/27/18	PJG	0062	Confer with A. Shapiro re: agenda topics for Committee call.	0.20	113.00
9/28/18	JLRD	0060	Draft objection to Debtors' sale order/dismissal of RMST case without compliance with Section 1112.	2.20	1,122.00
9/28/18	JLRD	0060	Telephone conference with P. Gurfein regarding objection to Debtors' sale order/dismissal of RMST case.	0.20	102.00
9/28/18	JLRD	0060	E-correspondence with P. Gurfein regarding Section 1112; objection to Debtors' sale motion/order regarding dismissal of RMST case.	0.30	153.00
9/28/18	JLRD	0060	Research regarding objection to Debtors' sale motion and order.	2.60	1,326.00
9/28/18	PJG	0070	Review and comment on proposed form of scheduling order for Equity Committee v. Sellers (.2); email exchanges with R. Charbonneau re: prosecution of Equity Committee v. Sellers (.2).	0.40	226.00
9/28/18	PJG	0055	Review proposed form of order approving sale (.4); confer with J. Brown re: proposed form of sale order (.2); confer with J. Dalberg re: proposed form of sale order (.2); email exchange J. deKoe re: financials for RMST (.2); review accounting of RMST as standalone debtor in connection with dismissal of Chapter 11 case per proposed sale order (.4).	1.40	791.00
9/28/18	PJG	0062	Email exchange Committee members re: court scheduling order and status of case and adversary proceeding.	0.30	169.50
9/30/18	JLRD	0060	Draft objection to Debtors' sale order/dismissal of RMST case.	2.80	1,428.00
Totals				55.00	\$28,602.50

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

TIMEKEEPER TIME SUMMARY THROUGH 9/30/18

Initials	Name	Hours	Rate	Amount
PJG	Gurfein	35.50	565.00	\$20,057.50
JLRD	Dalberg	15.50	510.00	\$7,905.00
EM	Meza	4.00	160.00	\$640.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

FOR COSTS AND EXPENSES INCURRED THROUGH 9/30/18

Date	Description	Amount
9/30/18	JND Corporate Restructuring (Invoice No. 2612 – Sept. services).	\$122.22

Total Costs & Expenses: \$122.22

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

TIME SUMMARY BY PHASE AND TASK THROUGH 9/30/18

		Hours	Amount
0055	Asset Disposition	8.80	4,972.00
0060	Chapter 11 Plan	23.60	12,481.50
0062	Committee Communications	14.60	8,249.00
0065	Employment & Fee Application	1.20	678.00
0070	Litigation	1.10	621.50
0081	Case Administration	5.50	1,487.50
B151	Communication with Equity Holders	0.20	113.00

Landau Gottfried & Berger LLP
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Suite 700
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Landau Gottfried & Berger LLP

lgbfirm.com

Billing Inquiries:

310-557-0050

Payment Remittance Address

Landau Gottfried & Berger LLP
1801 Century Park East
Suite 700
Los Angeles, Ca. 90067

Premier Exhibitions, Inc.
Attn: Jessica Sanders, Vice President of Corporate
Affairs
3045 Kingston Court
Suite I
Norcross, GA 30071

Invoice Date
Submitted by
Direct Dial

11/15/18
Peter J. Gurfein
310-691-7374

RE: RMS Titanic, Inc.

Fees for Professional Services Rendered Through 10/31/18	\$25,121.00
Costs and Expenses Through 10/31/18	\$1,975.46
Total Amount of This Invoice	\$27,096.46

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 10/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
10/1/18	JLRD	0055	E-correspondence with P. Gurfein regarding edits to Equity Committee's objection to sale order.	0.20	102.00
10/1/18	PJG	0070	Review and revise draft motion from R. Charbonneau re: discovery protocol re: discovery and preservation of records in relation to sale motion (1.1); email exchange R. Charbonneau re: discovery protocol (.2).	1.30	734.50
10/1/18	PJG	0062	Research and analysis of [REDACTED] (.8); Draft memo responding to Committee members' inquiries (.8); email memo to Committee re: sale process update (.4).	2.00	1,130.00
10/1/18	PJG	0055	Telephone call D. Simonds re: sale process, auction schedule, status of debt and issues relating to bid procedure (.4); email D. Simonds re: pleadings relating to bid procedures (.1); telephone call B. Murphy re: sale process, court schedule, and potential bidders (.8); outline response to sale motion for October 18 hearing (1); telephone calls S. Fox re: Cedar Bay participation in auction (.3); email exchange A. Ettinger re: potential buyers of estate assets and understanding of Court's rulings re: sale process (.1); review research re: [REDACTED] (.3); email S. Fox re: bankruptcy sale (.1).	3.10	1,751.50
10/2/18	PJG	0065	Review and finalize September time for interim fee request (.3); issue interim fee request (.1).	0.40	226.00
10/2/18	PJG	0055	Telephone call R. Moreno re: sale process and potential bidding (.2); email exchanges with M. VanderLey re: potential purchase options (.1); email exchanges S. Fox re: auction (.2); emails exchanges D. Simonds re: auction process (.2); review research re: [REDACTED] (1.1).	1.80	1,017.00
10/2/18	PJG	0062	Prep for Committee call (.6); attend Committee call (.9); follow-up emails with Committee members after call (.1); email exchanges with Committee members updating on sale process (.1).	1.70	960.50

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 10/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
10/3/18	JLRD	0055	Review draft reservation of rights and limited objection.	0.30	153.00
10/3/18	JLRD	0055	E-correspondence with P. Gurfein regarding Equity Committee's reservation of rights and limited objection to sale order.	0.20	102.00
10/3/18	PJG	0070	Review and revise motion to establish protocol for preservation of assets in light of impending sale of estate's assets (1.4); confer with R. Charbonneau re: hearing on protocol motion (.1).	1.50	847.50
10/3/18	PJG	0055	Draft limited opposition and reservation of rights re: sale to Stalking Horse Bidder (2.8); confer with J. Dalberg and J. Brown re: draft reservation of rights and limited opposition (.4).	3.20	1,808.00
10/4/18	JLRD	0055	E-correspondence with P. Gurfein and J. Brown regarding limited objection and review revisions to same.	0.20	102.00
10/4/18	JLRD	0055	E-correspondence with P. Gurfein regarding status of potential rival bidders.	0.10	51.00
10/4/18	JLRD	0055	E-correspondence with P. Gurfein and J. Brown regarding 363(m) finding in proposed order.	0.20	102.00
10/4/18	JLRD	0055	Review revised Equity Committee reservation of rights and limited objection.	0.20	102.00
10/4/18	JLRD	0055	E-correspondence with P. Gurfein regarding additional comments to Equity Committee's reservation of rights, etc.	0.10	51.00
10/4/18	PJG	0062	Confer with A. Shapiro re: status of sale process and prospects for auction (.2).	0.20	113.00

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 10/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
10/4/18	PJG	0055	Revise draft reservation of rights and limited opposition (.8); telephone calls A. Ettinger re: potential purchaser of assets (.2); telephone call with S. Fox re: sale process (.2); confer with Committee financial advisors re: status of sale (.1).	1.30	734.50
10/5/18	PJG	0062	Email memo to Committee re: case status, pleadings filed with court re: reservation of rights and limited opposition to sale motion (.9); email to committee re: no bids received for auction (.1).	1.00	565.00
10/5/18	PJG	0055	Further additions to reservation of rights and limited opposition to sale motion incorporating research and exhibits (1.9); confer with K. Fackler re: research re: [REDACTED] (.2); finalize reservation of rights and limited opposition to sale motion (.5); email from M. Brooks re: no bids received for auction (.1).	2.70	1,525.50
10/7/18	PJG	0062	Confer with Committee member T. Kraus re: sale issues and Committee issues (.6).	0.60	339.00
10/8/18	PJG	0055	Review Notice of Cancellation of Auction etc. (.1); draft notice for Committees' website of cancellation of auction (.2).	0.30	169.50
10/9/18	PJG	0062	Email memo to Committee re: sale process.	0.20	113.00
10/9/18	PJG	0065	Review and revise draft invoice for September 2018 (.2).	0.20	113.00
10/9/18	PJG	0055	Draft Notice for Committee website re: sale of assets (.2); email exchange S. Fox re: sale process (.1).	0.30	169.50
10/10/18	PJG	0062	Prep for Committee call (.4); Committee call (.6); email exchanges with Committee members re: case status (.1); telephone call T. Kraus re: Case status (.2).	1.30	734.50
10/11/18	PJG	0055	Email exchange J. Brown re: Court's position on sale hearing process (.2); email Committee's FAs re: contacts with additional potential purchaser (.2).	0.40	226.00

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 10/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
10/11/18	PJG	0062	Email exchange A. Shapiro re: responding to inquiries from equity holders (.2); email memo to Committee re: Court's direction respecting October 18 hearing (.3); email exchange Committee members re: concerns about Sale hearing process (.2).	0.70	395.50
10/15/18	EM	0081	Draft September 2018 interim fee request.	2.50	400.00
10/16/18	PJG	0062	Prep for Committee call (.4); Committee call (.8); respond to post-call inquiries from Committee members (.2).	1.40	791.00
10/16/18	PJG	0070	Telephone call R. Charbonneau re: claims detail and related issues.	0.10	56.50
10/16/18	PJG	0055	Email exchange S. Fox re: sale of assets (.1); email exchange B. Murphy re: NOL (.1) confer with J. Brown re: evidence submission at sale hearing (.1).	0.30	169.50
10/17/18	PJG	0070	Review Sale Order re: potential impact on D&O claims (.5); email memo re: concerns about sale order and D&O claims to R. Charbonneau and J. Brown (.2); draft proposed language to amend Sale Order (.3); email to H. Winsberg and M. Brooks re: amendment to sale order (.2); review Debtors' objection to Discovery Protocol Motion (.2); email R. Charbonneau re: objection to discovery protocol motion (.1).	1.50	847.50
10/17/18	PJG	0062	Email exchanges with Committee re: utilization of NOLs (.2); email memo to Committee re: District Court jurisdiction and sale hearing (.2).	0.40	226.00
10/17/18	PJG	0055	Organize exhibits for sale hearing (.8); review Debtors' reply to Equity Committee's limited objection (.9); prepare outline of argument for sale hearing (1.2); telephone call W. Sullivan re: potential value from unused NOLs (.2); email Committee professionals re: result of NOL analysis (.2); review research re: [REDACTED] (.3).	3.60	2,034.00
10/18/18	PJG	0062	Email A. Shapiro re: inquiry from equity holders re: sale status (.1); email Committee re: results of sale hearing (.3).	0.40	226.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 10/31/18

Date	Init.	Task	Description of Work Performed	Hours	Amount
10/18/18	PJG	0055	Prep for sale hearing (.8); telephone call J. Brown re: evidence at hearing (.1); attend sale hearing and argue for Equity Committee's interests (1.7); telephone call T. Graulich re: Museum's intention re: October 25 hearing (.2).	2.80	1,582.00
10/18/18	PJG	0070	Review proposed revision to sale order re: discovery protocol and D&O claims (.2); email exchanges R. Charbonneau and J. Brown re: proposed revision to sale order re: D&O claims (.2).	0.40	226.00
10/19/18	PJG	0062	Email memo to Committee re: draft letter to Debtors re: Confidentiality Agreement (.3); email exchange Committee members re: letter to Debtors re: Confidentiality Agreement (.1).	0.40	226.00
10/19/18	PJG	0081	Draft letter to Debtors re: Confidentiality Agreement and Equity Committee interests in case (1); confer with J. Brown re: draft correspondence with Debtors re: Confidentiality Agreement (.1).	1.10	621.50
10/19/18	PJG	0055	Review entered order approving sale of substantially all assets to Premier Acquisition Holdings LLC (.2); draft notice for website re: entry of sale order (.3).	0.50	282.50
10/19/18	PJG	0062	Email exchange A. Shapiro re: website notice of entry of sale order (.1); email exchange T. Kraus re: Confidentiality Agreement (.1); email to Committee re: entry of sale order (.1).	0.30	169.50
10/23/18	PJG	0055	Email exchange counsel to Museum re: upcoming District Court hearing on approval of sale of RMST stock (.1).	0.10	56.50
10/23/18	PJG	0062	Email memo to Committee re: sale issues, the Museum's position, and upcoming District Court hearing approving the sale of RMST stock (.2).	0.20	113.00
10/23/18	PJG	0062	Email and telephone call (voicemail) to Debtors' counsel re: Confidentiality Agreement and liquidating Chapter 11 plan (.1).	0.10	56.50

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

FEES FOR PROFESSIONAL SERVICES RENDERED THROUGH 10/31/18

Date	Init	Task	Description of Work Performed	Hours	Amount
10/24/18	PJG	0070	Review and markup proposed form of order re: discovery protocol (.2); review D&O policies in response to inquiries from J. Martorella and forward copies of policies to J. Martorella (.3).	0.50	282.50
10/24/18	PJG	0062	Email exchange A. Shapiro re: Committee notices re: sale hearing (.1).	0.10	56.50
10/24/18	PJG	0055	Review periodic reports filed by Debtors and NOAA report concerning pending sale hearing (.4); review hearing transcript of October 18 Bankruptcy Court sale hearing (.4).	0.80	452.00
10/25/18	PJG	0062	Draft minutes of October 16 Committee meeting (.4); email memo to Committee re: status of hearing before Judge Smith re: approval of sale of RMST stock (.4).	0.80	452.00
10/25/18	PJG	0055	Confer with Museum's counsel re: sale hearing before Judge Smith (.1).	0.10	56.50
10/26/18	PJG	0055	Confer with Museum's counsel re: District Court sale hearing.	0.40	226.00
10/26/18	PJG	0062	Memo to Committee re: District Court sale hearing.	0.80	452.00
10/29/18	PJG	0062	Email exchange Committee members re: status of sale and issues before District Court (.2); update Committee Dropbox with filings before Judge Smith and transcript of October 25 hearing (.1).	0.30	169.50
10/29/18	PJG	0055	Review transcript of October 25 District Court hearing before Judge Smith (.5); telephone call K. Porter re: status of District Court sale motion and negotiations among NOAA, Debtors, and Purchasing Group (.2).	0.70	395.50
10/31/18	PJG	0062	Confer with A. Shapiro re: response to equity holders concerning D&O policy inquiries.	0.10	56.50
Totals				46.40	\$25,121.00

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Premier Exhibitions, Inc.

RMS Titanic, Inc.

TIMEKEEPER TIME SUMMARY THROUGH 10/31/18

Initials	Name	Hours	Rate	Amount
PJG	Gurfein	42.40	565.00	\$23,956.00
JLRD	Dalberg	1.50	510.00	\$765.00
EM	Meza	2.50	160.00	\$400.00

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Landau Gottfried & Berger

Premier Exhibitions, Inc.

RMS Titanic, Inc.

FOR COSTS AND EXPENSES INCURRED THROUGH 10/31/18

Date	Description	Amount
07/24/18	Transportation re Claim Objection Hearing in Jacksonville, FL.	\$11.74
08/10/18	Elevate Services, Inc. Subscription (Service Period 07-10-18 – 08-10-18) re Troutman Discovery.	\$299.00
08/10/18	Elevate Services, Inc. Subscription (Service Period 08-10-18 – 09-10-18) re Troutman Discovery.	\$299.00
08/20/18	Parking re Status Conference Hearing in Norfolk, VA.	\$76.78
08/21/18	Meals re Status Conference Hearing in Norfolk, VA.	\$118.10
08/24/18	Transportation re Glass Ratner Deposition in Atlanta, GA.	\$23.49
08/24/18	Parking re Glass Ratner Deposition in Atlanta, GA.	\$41.78
08/24/18	Meals re Glass Ratner Deposition in Atlanta, GA.	\$9.69
08/28/18	Parking re Disclosure Statement Hearing in Jacksonville, FL.	\$21.21
08/29/18	Transportation re Disclosure Statement Hearing in Jacksonville, FL.	\$11.81
08/30/18	Transportation re Disclosure Statement Hearing in Jacksonville, FL.	\$19.36
09/10/18	Elevate Services, Inc. Subscription (Service Period 09-10-18 – 10-10-18) re Troutman Discovery.	\$299.00
10/10/18	Elevate Services, Inc. Subscription (Service Period 10-10-18 – 11-10-18) re Troutman Discovery.	\$299.00
10/19/18	Court Call (ID No. 9377934) re Motion to Establish Document Retention Protocols.	\$58.00
10/31/18	JND Corporate Restructuring (Invoice No. 2644 – Sept. services).	\$387.50

Total Costs & Expenses: \$1,975.46

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Premier Exhibitions, Inc.
RMS Titanic, Inc.

TIME SUMMARY BY PHASE AND TASK THROUGH 10/31/18

		Hours	Amount
0055	Asset Disposition	23.90	13,421.00
0062	Committee Communications	13.00	7,345.00
0065	Employment & Fee Application	0.60	339.00
0070	Litigation	5.30	2,994.50
0081	Case Administration	3.60	1,021.50

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

www.flmb.uscourts.gov

In re:

RMS TITANIC, INC., *et al.*,

Debtors.¹

Case No.: 3:16-bk-02230-PMG

Chapter 11

(Jointly Administered)

**ORDER ALLOWING COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF LANDAU GOTTFRIED & BERGER LLP**

THIS CASE is before the Court on the Fifth Application (the "Application") (Doc.)² of Landau Gottfried & Berger LLP ("LGB") for the allowance of compensation for services rendered and reimbursement of expenses. The Court having reviewed the Application and there being no objection after proper notice to interested parties pursuant to Local Bankruptcy Rule 2002-4 on December 7, 2018, it is

ORDERED:

1. The Application is approved.
2. LGB is allowed compensation of \$547,492.10 for professional services rendered and \$16,615.92 for the reimbursement of expenses incurred during the period from January 1, 2018 through October 31, 2018.

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867); and Dinosaurs Unearthed Corp. (7309) (collectively, the "Debtors"). The Debtors' service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

² Defined terms from the Application are incorporated herein.

3. The Debtors are authorized and directed to pay LGB all fees and expenses allowed by this Order and not previously paid.

4. All interim fees and expenses allowed by this Order are subject to review by parties in interest and this Court. No determination is made at this time as to reasonableness of the fees and on any pending objections to the Application. Fees and expenses awarded pursuant to this Order may be subject to disgorgement.

5. This Order is without prejudice to the rights of LGB upon further application to this Court to seek further allowance and payment of additional compensation and reimbursement of expenses, including any such amounts incurred during this interim compensation period for which approval has not previously been sought and denied.

Dated: _____, 2018, at Jacksonville, Florida.

Paul M. Glenn
United States Bankruptcy Judge

Attorney Jacob A. Brown is directed to serve a copy of this order on interested parties who are non-CM/ECF users and file a proof of service within 3 days of entry of the order.